Ross Stores, Inc. 2025 Annual Report

2025 Annual Report

To Our Stockholders

We are pleased to deliver a solid performance for fiscal 2025. While the first half presented challenges amid a dynamic macroeconomic environment, including the impact of tariffs and broader consumer uncertainty, we remained focused on executing our strategy and managing the business with discipline. As the year progressed, underlying trends steadily improved, reflecting the strength of our merchandising efforts, enhanced marketing programs, and improved shopping experience. This momentum built throughout the back half of the year and culminated in a strong finish, positioning us well as we move into the year ahead.

FINANCIAL RESULTS Total sales for the year increased 8% to a record $22.8 billion, up from $21.1 billion last year. Comparable store sales grew 5% on top of a solid 3% gain in fiscal 2024.

Operating margin for fiscal 2025 was 11.9% versus 12.2% in the prior year, which included approximately 30 basis points gain from a packaway facility sale. Excluding last year's facility sale and this year's tariff-related costs of about 30 basis points, operating margin for fiscal 2025 would have increased approximately 30 basis points compared to the prior year.

Net income for the year was $2.1 billion, similar to last year. Earnings per share were $6.61, up from $6.32 in the prior year. Excluding the $0.14 per share gain from the previously mentioned facility sale last year and the approximate $0.16 per share impact from tariff-related costs this year, earnings per share grew 10%.

dd's DISCOUNTS In 2025, dd's DISCOUNTS posted healthy sales gains as the chain's value and fashion offerings continued to resonate with shoppers. We are pleased with the chain's consistent performance over the past two years. As a result, we have been strengthening our pipeline and look forward to reaccelerating store growth beginning in 2026.

STORE GROWTH Regarding our store expansion program, 2025 was an exciting year of continued growth. Ross Dress for Less opened 80 new locations across the country, growing in long-established regions while also entering vibrant new markets such as Connecticut, New York Metro, and Puerto Rico. We also strengthened Ross' presence in key core states, including California, Florida, and Texas, reinforcing the strong demand for our value-focused offerings. dd's DISCOUNTS continued its steady growth with 10 new stores, extending our presence across high-growth Sunbelt states and Georgia. Inclusive of nine closures, we ended the year with 2,267 stores, consisting of 1,904 Ross Dress for Less across 44 states, the District of Columbia, Guam, and Puerto Rico, and 363 dd's DISCOUNTS locations in 22 states, demonstrating our ongoing success in bringing great value to more communities nationwide.

Looking ahead, many of the merchandising, marketing, and in-store initiatives that helped drive comparable sales growth in 2025 also had a positive impact on our new store productivity, which further bolsters our confidence in accelerating store opening plans going forward. As a result, we are planning to open 110 new locations in 2026, which represents 5% growth versus last year.

Over the long term, we remain confident in the potential to grow Ross and dd's chains to 2,900 and 700 stores, respectively, and expand our reach to even more customers over time. This represents a combined opportunity of 3,600 stores, offering significant runway for continued expansion relative to our current footprint.

CONSISTENT CASH FLOWS FUND GROWTH AND STOCK REPURCHASES AND DIVIDENDS Operating cash flows helped to fund new store growth and additional infrastructure improvements in 2025. We invested approximately $819 million in capital projects during the year, including $421 million to open new locations and refresh and enhance existing stores and $398 million for distribution, information technology, and other projects. We ended the year with about $4.6 billion in cash and $1.5 billion in debt.

To maximize our ability to capture profitable market share, we plan to continue investing over the next several years in our stores, through accelerated new store growth as well as enhancements to our existing fleet to deliver an improved customer experience. In addition, we will invest in our supply chain and merchant processes to support long-term expansion. We also expect to invest in technology to further increase efficiency across our business.

During fiscal 2025, the Company repurchased a total of 7.1 million shares of common stock for an aggregate purchase price of $1.05 billion, completing the two-year $2.1 billion program announced in March 2024, as planned.

Our Board of Directors recently approved a new two-year $2.55 billion stock repurchase authorization, or approximately $1.275 billion each year for fiscal years 2026 and 2027. This new plan represents a 21% increase over the recently completed repurchase program.

In addition, the Board also approved a 10% increase in our quarterly cash dividend to $0.445.

The increases to our stock repurchase and dividend programs reflect our continued commitment to return excess cash to our shareholders after funding growth and other capital needs of our business.

OUTLOOK Overall, we are encouraged by the positive impact our merchandising, marketing, and in-store initiatives have had on our 2025 performance and we see opportunities to build on these learnings to support our growth plans in 2026 and beyond.

First with merchandising, we are pleased with the strength of our assortments across the store, where we have delivered more brands at the right values for our customers. Our buying organization has done an incredible job navigating through tariffs and strengthening our vendor relationships to deliver merchandise that is resonating with our customers. Looking forward, we are pleased with our inventory levels and are seeing ample availability in the marketplace to support our business trend going forward.

On the marketing front, we were pleased with our new campaigns as we continue to refine our brand messaging and believe it is connecting with today's shopper. We are encouraged by the higher levels of customer awareness and engagement we are seeing, contributing to increased traffic trends as we moved through the year. We believe this positions us well for continued growth as we look ahead.

In our stores, we have made meaningful merchandising and operational improvements, which we believe also contributed to the sales growth. The stores team did a great job of improving the customer experience. Additionally, the supply chain organization executed extremely well throughout the year, which enabled us to drive exceptional sales growth through fresh receipts and fast turning inventory.

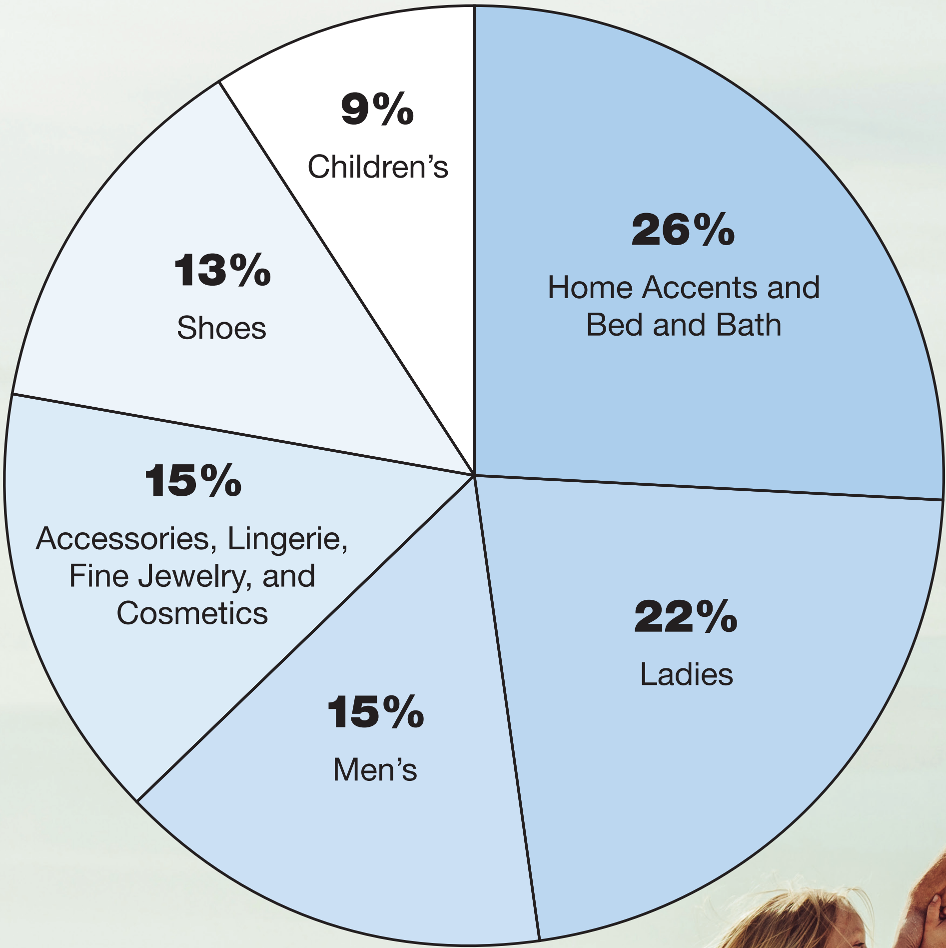
SOCIAL RESPONSIBILITY Our Associates play essential roles not only in delivering great values to our customers but also in evolving and strengthening the culture at Ross. We remain committed, as a Company, to fostering an inclusive culture that values and celebrates the diversity of backgrounds, identities, and ideas of all of our approximately 111,000 Associates and the customers that we serve. We also believe that cultivating an inclusive work environment where every Associate is treated with dignity and respect is fundamental to their growth, success, and positively impacts the communities where they live and work.

To support this, we continued to help Associates connect with one another and support our ongoing diversity, equality, and inclusion efforts. Our employee resource groups (known at Ross as “CommUnity Networks”) enable thousands of Associate participants across our entire organization to connect and build CommUnity. We also continued our efforts to attract diverse talent across the organization.

In 2025, we maintained our commitment to Associate development through a combination of digital and in-person learning and engagement opportunities. We also advanced other ongoing initiatives, including delivering competitive wages and benefits in each of our geographic markets, offering internships, as well as continuing education opportunities for hundreds of our Associates and their dependents through the Stuart Moldaw Scholarship Program. Lastly, we continued to support the communities where we operate through local hiring and expanded philanthropic efforts, including through our Ross Foundation that furthers the charitable mission of helping to create a brighter future for today’s youth.

To learn more about our commitments to our Associates, we invite shareholders to read more on our website, www.rossstores.com, in the Social Responsibility section.

Merchandise Mix



INVESTING IN A SUSTAINABLE FUTURE Sustainability is deeply embedded in our business, reflecting our commitment to treating the environment with respect and supporting the communities we serve. For decades we have worked hard to drive out waste and inefficiency from our operations, which also serves to reduce our impact on the environment. Moving forward, we will continue to elevate our sustainability ambitions to increase transparency and help create a sustainable future for all, while also delivering value to our customers.

Last year we maintained our commitment to transparency by again participating in the Carbon Disclosure Project Climate Change Questionnaire. We also published our 2024 Corporate Social Responsibility Report, which includes our sustainability efforts and accomplishments. In the report, we share the progress we made towards our greenhouse gas emissions target and our ambition to reach net-zero greenhouse gas emissions by 2050 or sooner. We are continuing to explore strategies to reduce emissions while also creating business value. To learn more about our efforts, please refer to our website, www.rossstores.com, in the Social Responsibility section.

In closing, we extend our sincere appreciation to our approximately 111,000 talented Associates throughout the Ross organization. Our 2025 results are a direct reflection of their dedication and hard work throughout the year. We believe their continued efforts will position us well for future sales and earnings growth and enhance our ability to deliver competitive returns to stockholders in the years ahead.

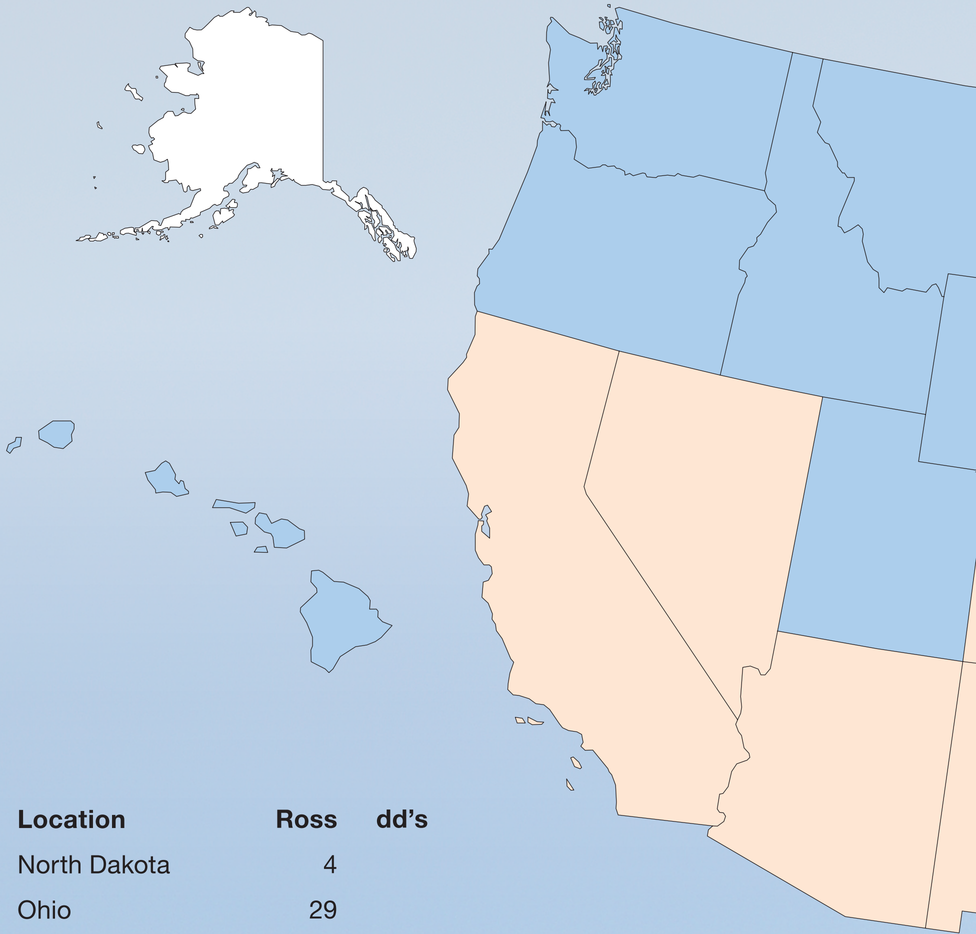
Finally, we also thank our customers, business partners, and stockholders for their ongoing support and partnership.

Sincerely,

K. GUNNAR BJORKLUND
Chairman of the Board

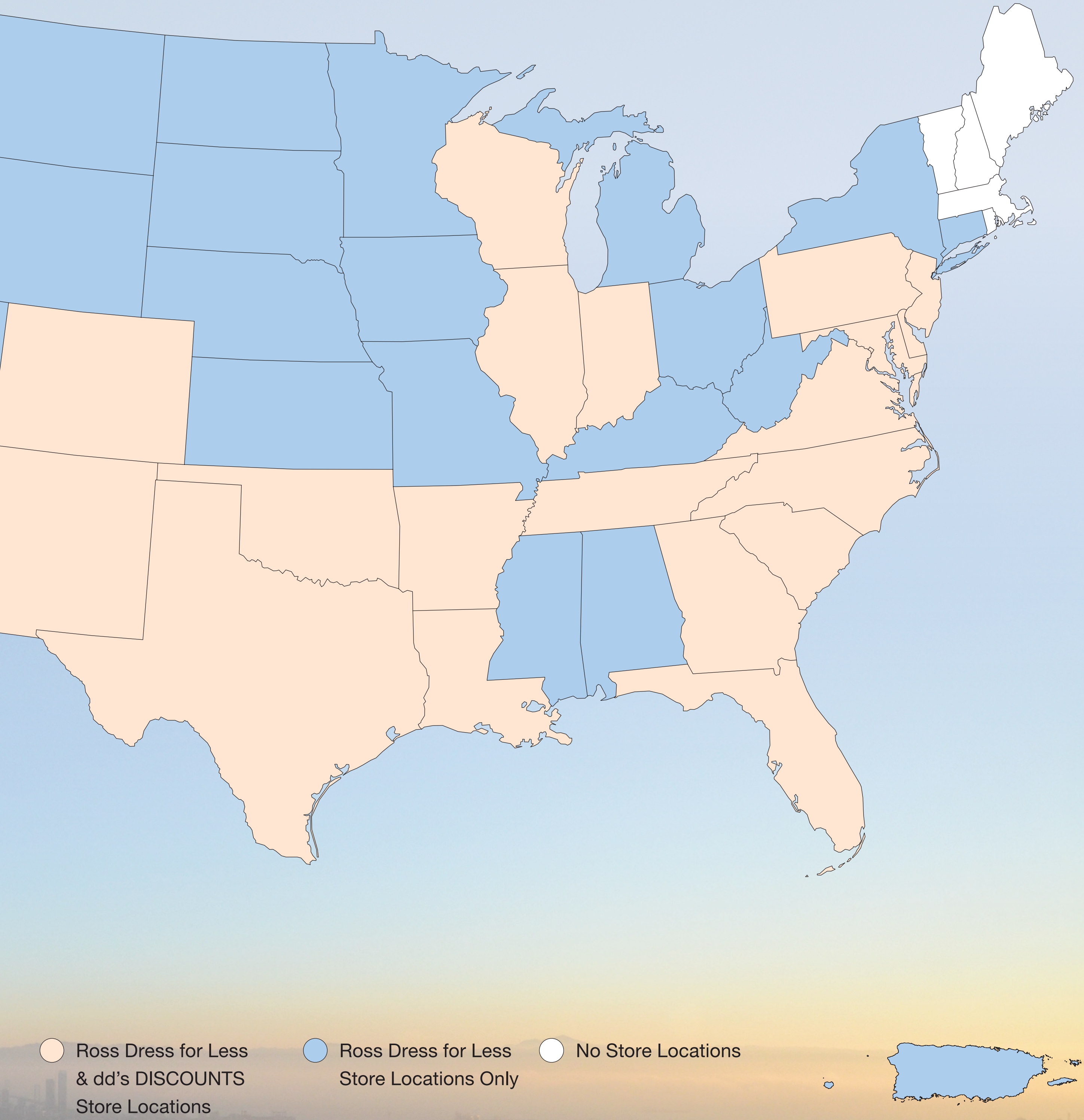
JAMES G. CONROY
Chief Executive Officer

Stores

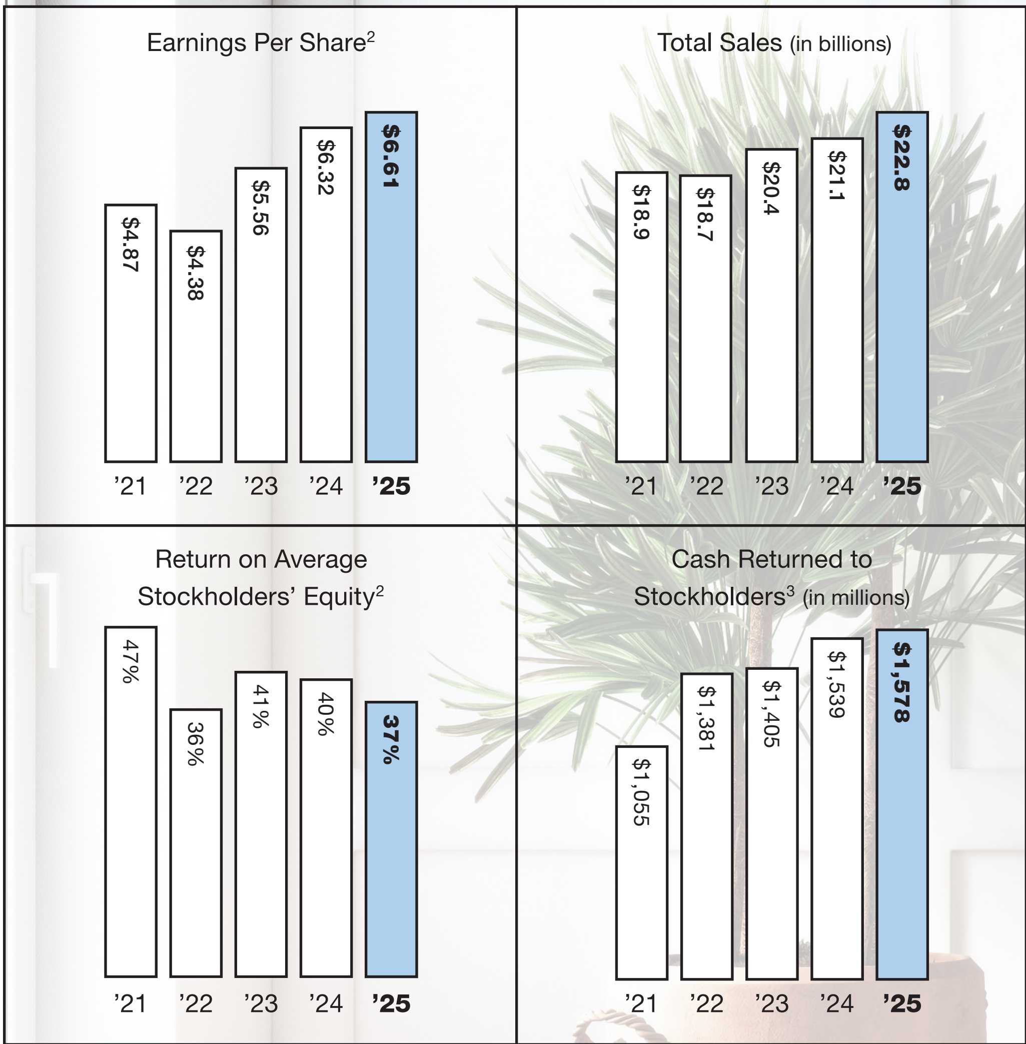


Location	Ross	dd's
Alabama	30	
Arizona	76	20
Arkansas	10	1
California	359	132
Colorado	36	6
Connecticut	1	
Delaware	3	1
District of Columbia	2	
Florida	208	45
Georgia	63	11
Guam	3	
Hawaii	19	
Idaho	13	
Illinois	91	16
Indiana	35	2
Iowa	10	
Kansas	15	
Kentucky	19	
Louisiana	20	4
Maryland	34	4
Michigan	23	
Minnesota	7	
Mississippi	13	
Missouri	32	
Montana	6	
Nebraska	10	
Nevada	37	7
New Jersey	25	2
New Mexico	19	5
New York	12	
North Carolina	54	3

Location	Ross	dd's
North Dakota	4	
Ohio	29	
Oklahoma	28	4
Oregon	31	
Pennsylvania	59	5
Puerto Rico	3	
South Carolina	29	3
South Dakota	2	
Tennessee	42	4
Texas	236	85
Utah	28	
Virginia	41	2
Washington	49	
West Virginia	4	
Wisconsin	30	1
Wyoming	4	


Ross Dress for Less & dd's DISCOUNTS Store Locations
Ross Dress for Less Store Locations Only
No Store Locations

Financial Highlights[1]



[1] 2023 results are based on a 53-week fiscal year; all other years are on a 52-week basis.
[2] Includes a gain on sale of a packaway facility in 2024.
[3] Includes cash dividends and stock repurchases.

Ross Stores, Inc.

2025 Annual Report

Form 10-K

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K

(Mark one)

☒ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended January 31, 2026

or

☐ TRANSITION REPORT PURSUANT TO SECTION 13 or 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from ________ to ________

Commission file number 0-14678

Ross Stores, Inc.

(Exact name of registrant as specified in its charter)

Delaware	**94-1390387**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
5130 Hacienda Drive, Dublin, California	**94568**
(Address of principal executive offices)	(Zip Code)
Registrant's telephone number, including area code	**(925) 965-4400**

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading symbol	Name of each exchange on which registered
Common stock, par value $.01	**ROST**	**Nasdaq Global Select Market**

Securities registered pursuant to Section 12(g) of the Act:
Title of class
None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☒ No ☐

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☒

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☒ Accelerated filer ☐ Non-accelerated filer ☐
Smaller reporting company ☐ Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. ☒

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements. ☐

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to § 240.10D-1(b). ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes ☐ No ☒

The aggregate market value of the voting common stock held by non-affiliates of the Registrant as of August 2, 2025 was $43,685,150,538, based on the closing price on that date as reported by the Nasdaq Global Select Market®. Shares of voting stock held by each director and executive officer have been excluded, in that such persons may be deemed to be affiliates. This determination of affiliate status is not necessarily a conclusive determination for other purposes.

The number of shares of Common Stock, $.01 par value, outstanding on March 9, 2026 was 322,356,795.

Documents incorporated by reference:

Portions of the Proxy Statement for the Registrant's 2026 Annual Meeting of Stockholders, which will be filed on or before June 1, 2026, are incorporated herein by reference into Part III.

Ross Stores, Inc.
Form 10-K
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PART I

ITEM 1. BUSINESS

Ross Stores, Inc. and its subsidiaries ("we", "our", or the "Company") operate two brands of off-price retail apparel and home fashion stores—Ross Dress for Less® ("Ross") and dd's DISCOUNTS®.

Ross is the largest off-price apparel and home fashion chain in the United States, with 1,904 locations in 44 states, the District of Columbia, Guam, and Puerto Rico as of January 31, 2026. Ross offers first-quality, in-season, brand name and designer apparel, accessories, footwear, and home fashions for the entire family at savings of 20% to 60% off department and specialty store regular prices every day. Ross' target customers are primarily from middle income households.

We also operate 363 dd's DISCOUNTS stores in 22 states as of January 31, 2026. dd's DISCOUNTS features more moderately-priced first-quality, in-season apparel, accessories, footwear, and home fashions for the entire family at savings of 20% to 70% off moderate department and discount store regular prices every day. The typical dd's DISCOUNTS store is located in an established shopping center in a densely populated urban or suburban neighborhood, and its target customers typically come from households with lower to more moderate incomes.

Both our Ross and dd's DISCOUNTS brands target value-driven customers. The decisions we make, from merchandising, purchasing, and pricing, to the locations of our stores, are based on these customer profiles. We believe that both brands derive a competitive advantage by offering a wide assortment of product within each of our merchandise categories in organized and easy-to-shop in-store environments.

Our mission is to offer competitive values to our target customers by focusing on the following key strategic objectives:

- Maintain an appropriate level of recognizable brands, labels, and fashions at strong discounts throughout the store.
- Meet customer needs on a local basis.
- Deliver an in-store shopping experience that reflects the expectations of the off-price customer.
- Manage real estate growth to compete effectively across all our markets.

Our fiscal years ended January 31, 2026, February 1, 2025, and February 3, 2024 are referred to as fiscal 2025, fiscal 2024, and fiscal 2023, respectively. Fiscal 2025 and 2024 were each 52-week years. Fiscal 2023 was a 53-week year.

Merchandising, Purchasing, and Pricing

We seek to provide our customers with a wide assortment of brand name merchandise that is on trend and fashionable at compelling discounts. New merchandise typically is received from three to six times per week at both Ross and dd's DISCOUNTS stores. Our buyers review their merchandise assortments on a weekly basis, enabling them to respond to selling trends and buying opportunities in the market. Our merchandising strategy is reflected in our marketing, which emphasizes a strong value message. Our stores offer a "treasure-hunt" shopping experience where customers can find great savings every day on a broad assortment of brand name bargains for the family and the home.

Merchandising. Our merchandising strategy incorporates a combination of off-price buying techniques to purchase advance-of-season, in-season, and past-season merchandise for both Ross and dd's DISCOUNTS. We believe merchandise with nationally recognized brand names and labels sold at compelling discounts will continue to be an important determinant of our success.

We establish merchandise assortments that we believe are attractive to our target customers. We generally offer a large selection within each classification of our merchandise, with a wide assortment of vendors, labels, prices, colors, styles, and fabrics within each size or item. Our merchandise offerings include apparel, footwear, home accents and furniture, beauty, bed and bath, accessories, gourmet food, toys, luggage, pet accessories, electronics, jewelry and watches, and cookware.

Purchasing. We have a large network of merchandise vendors and manufacturers for both Ross and dd's DISCOUNTS, and believe we have adequate sources of first-quality merchandise to meet our requirements. We purchase the majority of our merchandise directly from manufacturers.

We believe our ability to effectively execute certain off-price buying strategies is a key factor in our success. Our buyers use a number of methods that enable us to offer our customers brand name and designer merchandise at strong discounts every day relative to department and specialty stores for Ross, and to moderate department and discount stores for dd's DISCOUNTS. By purchasing later in the merchandise buying cycle than department, specialty, and discount stores, we are able to take advantage of imbalances between retailers' demand for products and manufacturers' supply of those products.

We typically do not require that vendors or manufacturers provide promotional allowances, co-op advertising allowances, return privileges, drop shipments to stores, or delayed deliveries of merchandise. For most orders, delivery is made to one of our distribution centers. These flexible requirements further enable our buyers to obtain significant discounts on purchases.

The merchandise that we offer in all of our stores is acquired through opportunistic purchases created by manufacturer and brand overruns and canceled orders, both during and at the end of a season ("close-out" purchases), and production direct from brands and factories ("upfront" purchases). We also source merchandise under in-house brands or vendor brands. Upon receipt, merchandise can be shipped to stores in-season or can be stored in our warehouses as "packaway" merchandise.

Packaway merchandise is purchased with the intent that it will be stored in our warehouses until a later date, which may even be the beginning of the same selling season in the following year. Packaway purchases are an effective method of increasing the percentage of prestige and national brands at competitive savings within our merchandise assortments. The timing of the release of packaway inventory to our stores is principally driven by the product mix and seasonality of the merchandise and its relation to our store merchandise assortment plans. As such, the aging of packaway varies by merchandise category and seasonality of purchase, but typically packaway remains in storage less than six months.

Our primary buying offices are located in New York City and Los Angeles, the nation's two largest apparel markets. We also operate a smaller buying office located in Boston. These strategic locations allow our buyers to be in the market frequently, sourcing opportunities and negotiating purchases with vendors and manufacturers. These locations also enable our buyers to strengthen vendor relationships—a key element to the success of our off-price buying strategies.

At the end of fiscal 2025, we had over 800 merchants for Ross and dd's DISCOUNTS combined. The Ross and dd's DISCOUNTS buying organizations are separate, with each organization led by its own chief merchandising officer and supported by teams of merchandise management, buyers, and assistant buyers. Ross and dd's DISCOUNTS buyers have on average over seven years of experience, including merchandising positions with other retailers. We expect to make continued investments in our merchant organization to further develop our relationships with our manufacturers and vendors. Our ongoing objective is to strengthen our ability to procure the most desirable brands and fashions at competitive discounts.

The off-price buying strategies utilized by our experienced team of merchants enable us to purchase Ross merchandise at net prices that are lower than prices paid by department and specialty stores, and to purchase dd's DISCOUNTS merchandise at net prices that are lower than prices paid by moderate department and discount stores.

Pricing. We sell brand name merchandise at Ross that is priced 20% to 60% below most department and specialty store regular prices. At dd's DISCOUNTS, we sell merchandise that is priced 20% to 70% below most moderate department and discount store regular prices. Our pricing is reflected on our price tags, which display our selling price as well as the comparable value for that item in department and specialty stores for Ross merchandise, or in more moderate department and discount stores for dd's DISCOUNTS merchandise.

Our pricing strategy at Ross differs from that of a department or specialty store. We generally purchase our merchandise at lower prices and mark it up less than a department or specialty store. This strategy enables us to offer customers consistently low prices and compelling value. Our buyers review their departments in our stores for possible markdowns based on the rate of sale on a weekly basis, as well as at the end of fashion seasons, to promote faster turnover of merchandise inventory and to accelerate the flow of fresh product to our stores. A similar pricing strategy is in place at dd's DISCOUNTS where prices are compared to those in moderate department and discount stores.

Stores

As of January 31, 2026, we operated a total of 2,267 stores, comprised of 1,904 Ross stores and 363 dd's DISCOUNTS stores. Our stores are located predominantly in community and neighborhood shopping centers in heavily populated urban and suburban areas. Where the size of the market and real estate opportunities permit, our real estate strategy is to cluster Ross stores with the objective to increase our market penetration and to benefit from economies of scale in marketing, distribution, field management, and other costs. When evaluating a new store location, we consider factors such as the availability and quality of potential sites, demographic characteristics, competition, and population density of the local trade area. In addition, we continue to consider opportunistic real estate acquisitions. Where possible, we obtain sites in buildings requiring minimal alterations, allowing us to establish stores in new locations in a relatively short period of time and at reasonable costs in a given market. We do the same for dd's DISCOUNTS stores.

We believe a key element of our success at both Ross and dd's DISCOUNTS is our organized and easy-to-shop in-store environment, which allows customers to shop at their own pace. While our stores promote a self-service, treasure-hunt shopping experience, the layouts are designed to enhance customer convenience in their merchandise presentation, dressing rooms, checkout, and merchandise return areas. The selling area in our stores is based on a prototype single floor design with a racetrack aisle layout. A customer can locate desired departments by signs displayed just below the ceiling of each department. We enable our customers to select among sizes and styles through prominent category and sizing markers. Our stores have shopping carts and/or baskets available at the entrance for customer convenience. Cash registers are primarily located at store exits for customer ease and efficient staffing.

We accept a variety of payment methods. We provide refunds or store credit on all merchandise (not used, worn, or altered) returned with a receipt within 30 days. Merchandise returns having a receipt older than 30 days are exchanged or refunded with store credit.

Operating Costs

Consistent with the other aspects of our business strategy, we strive to keep operating costs as low as possible. Among the factors which have enabled us to do this are: labor costs that are generally lower than full-price department and specialty stores, due to a store design that creates a self-service retail format and the utilization of labor saving processes and technologies; economies of scale with respect to general and administrative costs resulting from centralized merchandising, marketing, and purchasing decisions; and flexible store layout criteria which facilitate conversion of existing buildings to our formats.

Information Systems

We continue to invest in new information systems and technology to provide a platform for growth over the next several years. Current initiatives include continued enhancements to our stores, supply chain, merchandising, and cybersecurity systems. These initiatives are intended to support future growth, the execution and achievement of our plans, efficiency improvement, ongoing stability, and compliance.

Distribution

We operate distribution processing facilities where we receive and process all merchandise, which is shipped to regional cross-dock facilities located near our stores. Our distribution centers are large, highly automated, and built for our specific off-price business model. We also operate warehouse facilities for packaway storage.

We utilize a combination of owned, leased, and third-party cross-dock facilities to distribute merchandise from distribution centers to stores on a regional basis. Shipments are made by contract carriers to the stores three to six times per week depending on location.

We believe that our distribution centers and warehouses with their current expansion capabilities will provide adequate processing and storage capacity to support our near term store growth plans. Information on the size and locations of our distribution centers and warehouse facilities is found in ITEM 2. PROPERTIES.

Marketing and Advertising

We use a variety of marketing and advertising media to communicate our value proposition to customers—savings off the same brands carried at department or specialty stores every day. This includes a mix of traditional and streaming television, digital channels, and new store grand openings. We continue to shift our marketing and advertising towards digital channels, including social media, digital video, and digital audio, to reflect changes in media consumption. Our social media strategy includes influencer marketing and user generated content. We believe that a mix of channels and marketing strategies is important to effectively reach our customers.

Trademarks

Our principal trademarks are ROSS®, Ross Dress For Less®, and dd's DISCOUNTS®, which are registered in the United States and in certain other countries. We expect our rights in these trademarks to endure in locations where we use them for as long as our use continues.

Human Capital

As of January 31, 2026, we had approximately 111,000 total associates, which includes both full- and part-time associates in our stores, distribution centers, and buying and corporate offices. Over 85% of these associates worked in our retail stores. Additionally, we hire temporary associates, especially during peak seasons. We have no associates who are covered by a collective bargaining agreement. Management considers the relationship between the Company and our associates to be strong.

Our associates play essential roles not only in delivering great values to our customers but also in evolving and strengthening the culture at Ross. We strive to have a workforce that reflects our values, supports our business growth, and strengthens our communities. Throughout our organization, we recognize and appreciate the importance of attracting, retaining, and developing our associates, and we have a number of key programs to do so.

Our culture. Values start with our people. At Ross, we value integrity, accountability, respect, learning, and humility. We strive to do what is right for our associates, customers, and the communities we serve. We are also committed to promoting an inclusive culture and work environment in which our associates are treated with dignity and respect.

Talent development. The professional growth and retention of our associates is important to our success as a business. We identify key competencies we believe are critical to our ability to execute our business model and deliver the values our customers expect. We utilize these competencies in the hiring, development, evaluation, and future planning of our teams. We provide training opportunities to help associates grow and build their careers. Our associates, managers, and executives may participate in technical and leadership development activities. We support associates interested in leadership roles by offering opportunities to gain experience and build the skills necessary to advance within the Company.

Compensation and benefits. We are dedicated to providing our associates with competitive pay and benefits, a safe working environment, recognition for achievements, channels to share opinions and ideas, opportunities to give back, support for educational advancement, and merchandise and other discounts. We are also continuing to invest in our associates with programs that assist with physical, emotional, and financial wellness.

Diversity, equality, and inclusion. We care about our associates and the communities we serve. We are committed to building diverse teams and an inclusive culture that respects, values, and celebrates the diversity of backgrounds, identities, and ideas of those who work and shop with us. We are focused on executing strategies to support our commitment to diversity, equality, and inclusion.

Community and social impact. We provide our associates the opportunity to give back to their communities and make a social impact through various programs such as our matching gift program, volunteer time off for eligible associates, and a scholarship program for our associates and their dependents.

Competition

We believe the principal competitive factors in the off-price retail apparel and home fashion industry are offering significant discounts on brand name merchandise, offering a well-balanced assortment that appeals to our target customers, and consistently providing store environments that are convenient and easy to shop. To execute this concept, we continue to make strategic investments in our organization. We also continue to make improvements to our merchandising systems to strengthen our ability to plan, buy, and allocate product to our stores. We operate in an attractive sector of retail which offers both value and convenience. We believe that we are well-positioned within the off-price retail apparel and home fashion industry to compete based on these factors.

Nevertheless, the retail apparel and home fashion markets are highly fragmented and competitive. We face a challenging and rapidly changing macroeconomic and retail environment that creates intense competition for our business from online retailers, department stores, specialty stores, discount stores, warehouse stores, other off-price retailers, and manufacturer-owned outlet stores, many of which are units of large national or regional chains that have substantial resources. The retail apparel and home-related businesses may become even more competitive in the future.

Seasonality

Although our off-price business is subject to less seasonality than traditional retailers, sales are generally higher during the second half of the year, which includes the back-to-school and holiday seasons.

Available Information

The internet address for our corporate website is www.rossstores.com. Our Annual Reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, Proxy Statements, and any amendments to those reports are made available free of charge on or through the Investors section of our corporate website, promptly after being electronically filed with the Securities and Exchange Commission. Our annual Corporate Social Responsibility Report is found in the Social Responsibility section of our corporate website. That report and the other information found on our corporate website are not part of this report or of any other report or regulatory filing we file with or furnish to the Securities and Exchange Commission.

Executive Officers of the Registrant

The following sets forth the names and ages of our executive officers, indicating each person's principal occupation or employment during at least the past five years. The term of office is at the discretion of our Board of Directors.

Name	Age	Position
James G. Conroy	56	Chief Executive Officer
Michael J. Hartshorn	58	Group President, Chief Operating Officer
Karen Fleming	59	President, Chief Merchandising Officer – Ross Dress for Less
Karen Sykes	65	President, Chief Merchandising Officer – dd's DISCOUNTS
Stephen Brinkley	53	President, Operations
William W. Sheehan II	57	Executive Vice President, Chief Financial Officer

Mr. Conroy has served as Chief Executive Officer since 2025 and a member of the Board of Directors since December 2024. He joined the Company as Chief Executive Officer – Elect in December 2024. Previously, he served as President and Chief Executive Officer of Boot Barn Holdings, Inc. from 2012 until November 2024. Before this, Mr. Conroy was with Claire's Stores, Inc. from 2007 to 2012, where he served as Chief Operating Officer and Interim Co-Chief Executive Officer in 2012, President from 2009 to 2012, and Executive Vice President from 2007 to 2009. From 2001 to 2007, Mr. Conroy served in various consulting roles, including with Kurt Salmon Associates and Deloitte Consulting. Previously, Mr. Conroy held several roles with consumer, entertainment, and consulting companies.

Mr. Hartshorn has served as Group President and Chief Operating Officer since 2019 and member of the Board of Directors since 2021. Previously, he was Group Executive Vice President, Finance and Legal, Chief Financial Officer in 2019; Executive Vice President, Chief Financial Officer from 2018 to 2019; Group Senior Vice President, Chief Financial Officer from 2015 to 2018; Senior Vice President and Chief Financial Officer from 2014 to 2015; and Senior Vice President and Deputy Chief Financial Officer from 2012 to 2014. He was also Group Vice President, Finance and Treasurer from 2011 to 2012, and Vice President, Finance and Treasurer from 2006 to 2011. From 2002 to 2006, he held a number of management roles in the Ross IT and supply chain organizations. He initially joined the Company in 2000 as Director and Assistant Controller. For seven years prior to joining Ross, Mr. Hartshorn held various financial roles at The May Department Stores Company.

Ms. Fleming has served as President and Chief Merchandising Officer, Ross Dress for Less since December 2024 and held a similar role at dd's DISCOUNTS earlier in that year. Previously, she served as Group Executive Vice President, Merchandising at dd's DISCOUNTS since 2023 and Executive Vice President, Merchandising at dd's DISCOUNTS since 2022. From 2018 to 2022, Ms. Fleming served as Group Senior Vice President, Merchandising and as Senior Vice President, Merchandising, from 2015 to 2018. Before this, she held various merchandising positions since joining the Company in 1999.

Ms. Sykes has served as President and Chief Merchandising Officer, dd's DISCOUNTS since December 2024. Previously, she served as Executive Vice President, Merchandising at Ross Dress for Less since 2022. From 2018 to 2022, Ms. Sykes served as Group Senior Vice President, Merchandising, and as Senior Vice President, Merchandising from 2010 to 2018. Before this, she held various merchandising positions since joining the Company in 1992.

Mr. Brinkley has served as President, Operations since 2023. Prior to joining Ross, he served as President of SportChek, a subsidiary of Canadian Tire Corporation, since 2020 and as Senior Vice President, Stores from 2019 to 2020. Previously, he held roles at Save A Lot Food Stores Ltd. as Executive Vice President and Chief Operating Officer from 2017 to 2019, and as Senior Vice President, Corporate Store Operations since 2017. Before this, he held several store and field management positions during his 14-year tenure at Target Corporation.

Mr. Sheehan has served as Executive Vice President and Chief Financial Officer since October 2025. Previously, he served as Group Senior Vice President, Finance and Deputy Chief Financial Officer since February 2025; Group Senior Vice President, Finance from 2021 to 2025; Senior Vice President, Finance from 2017 to 2021; Group Vice President, Finance and Treasurer from 2014 to 2017; and Group Vice President, Corporate Controller from 2011 to 2014. He initially joined the Company in 2006 as Vice President, Corporate Controller. Prior to joining Ross, Mr. Sheehan held several leadership roles at Lord & Taylor.

ITEM 1A. RISK FACTORS

Our fiscal 2025 Annual Report on Form 10-K and information we provide in our Annual Report to Stockholders, press releases, and other investor communications, including those on our corporate website, may contain forward-looking statements with respect to anticipated future events, our projected future financial performance, operations, competitive position, and our planned growth, that are all subject to risks and uncertainties that could cause our actual results to differ materially from those forward-looking statements and from our prior expectations and projections. Refer to Management's Discussion and Analysis for a more complete identification and discussion of "Forward-Looking Statements."

Our financial condition, results of operations, cash flows, and the performance of our common stock may be adversely affected by a number of risk factors. Risks and uncertainties that apply to both Ross and dd's DISCOUNTS include, without limitation, the following:

MACROECONOMIC AND RETAIL INDUSTRY BUSINESS RISKS

We are subject to impacts from changes in the macroeconomic environment, government regulation or policy, geopolitical conditions, and financial and credit markets. Continuing inflation, tariff increases (or threats of increases), potential supply chain disruptions, and other external events may have significant negative effects on our costs, and also on consumer confidence, shopping behavior, and spending, which may adversely affect our sales and profitability.
Elevated inflation, rapidly changing and increased tariffs on goods imported into the United States, other government regulation or policy changes, geopolitical conflicts, bank failures, federal government shutdowns, public health crises (including pandemics), and other potential, adverse developments and related uncertainties, could reduce demand for our merchandise, disrupt our buying patterns, increase our cost of goods, create limits in merchandise availability, cause shipping delays and increase freight costs, decrease our inventory turnover, cause greater markdowns, and negatively affect our sales and margins. All of our stores are located in the United States and its territories, and while we directly import only a small portion of our merchandise, more than half of the goods we sell originate from China, so we are especially susceptible to changes in the U.S. economy and trade policy in the U.S. (particularly toward China).

Consumer spending levels and shopping behaviors for the merchandise we sell are affected by many external macroeconomic factors. In addition to consumer sensitivity to the price points and value differentiation we offer on the merchandise we sell, elevated consumer costs of living for other goods and services (including increased fuel and energy costs, food prices, interest rates, and housing costs), relative wage rates, unemployment levels, availability of consumer credit, consumer debt levels, income tax rates and the timing of tax refunds, various government policies and practices (including those with respect to immigration), and the resulting effects on consumers' disposable income and consumer confidence in future economic conditions all have an impact on consumer spending habits for our merchandise.

Changes and uncertainty in U.S. trade or tax policy regarding apparel, home-related merchandise, shoes, and other goods we sell produced in other countries could adversely affect our business.
A predominant portion of the apparel, home-related merchandise, shoes, and other goods we sell is originally manufactured in other countries, including China. While we directly import only a small portion of our merchandise, more than half of the goods we sell originate from China. The U.S. government has indicated a willingness to significantly change existing trade policies, and has imposed increased tariffs on goods imported into the United States, in particular on goods produced in China. This exposes us to risks of disruption and significant cost increases in our established patterns for sourcing our merchandise, and creates increased uncertainties in planning our sourcing strategies and forecasting our margins. Changes in tariffs, quotas, trade relationships, or tax provisions that reduce the supply or increase the relative cost of goods produced in China and other countries could significantly increase our cost of goods and/or increase our effective tax rate. Although such changes would have implications across the entire retail sector, we may fail to effectively adapt and manage the adjustments in sourcing strategy that would be necessary in response to those changes. In addition to the general uncertainty and overall risk from potential changes in laws and policies, as we make business decisions in the face of uncertainty as to potential changes, we may incorrectly anticipate the outcomes, miss out on business opportunities, or fail to effectively adapt our business strategies and manage the adjustments that are necessary in response to those changes. These risks could adversely affect our revenues and expenses, increase our effective tax rates, and reduce our profitability and market share.

Competitive pressures and the pace of change in the retailing industry are high.
The retail industry is highly competitive and the marketplace is fragmented, as many different retailers compete for market share by utilizing a variety of store and online formats and merchandising strategies. We expect competition to increase in the future. There are limited economic barriers for others to enter the off-price retail sector. We compete for customers, associates, store locations, and merchandise with other off-price retailers, traditional department stores, mass merchandisers, specialty stores, online and catalog businesses, and other local, regional, and national retailers. Our retail competitors constantly adjust their pricing, business models and strategies, and promotional activity (particularly during holiday periods) in response to changing market conditions or their own financial condition. The substantial sales growth in e-commerce and the increasing use of consumer data analytics has encouraged the entry of many new competitors, new business models, and an increase in competition from established companies looking for ways to create successful online and in person shopping alternatives. While our business is exclusively in brick-and-mortar stores, consumer e-commerce spending continues to increase. Advancements in technology (including artificial intelligence or other emerging technologies) will present opportunities to inform merchandising, pricing, assortment, and other key business decisions; however, there are costs, risks and potential adverse consequences from premature adoption or over-reliance on those emerging technologies. At the same time, if competitors successfully implement these capabilities more quickly or effectively than we do, our competitive position could be adversely affected. Intense pressures from our competitors, our inability to adapt effectively and quickly to a changing competitive landscape, or a failure to effectively execute our off-price model, could reduce demand for our merchandise, decrease our inventory turnover, cause us to take greater markdowns, and negatively affect our sales and margins.

Unexpected changes in the level of consumer spending or preferences could adversely affect us.
Our success depends on our ability to effectively buy and sell merchandise that meets customer demand. We continually work to identify customer trends and preferences, and to obtain merchandise inventory to meet anticipated customer needs. It is very challenging to successfully do this well and consistently across our diverse merchandise categories and in the multiple markets in which we operate throughout the United States and its territories. Although our off-price business model provides us certain advantages and may allow us greater flexibility than traditional retailers have in adjusting our merchandise mix to ever-changing consumer tastes, our merchandising decisions may still fail to correctly anticipate and match consumer trends and preferences, particularly in our newer geographic markets. Failure to correctly anticipate and match the trends, preferences, and demands of our customers could adversely affect our business, financial condition, and operating results.

Adverse or unseasonable weather may affect shopping patterns and consumer demand for seasonal apparel and other merchandise, and may result in temporary store closures and disruptions in deliveries of merchandise to our stores.
Unseasonable weather and prolonged, extreme temperatures, as well as events such as storms, affect consumers' buying patterns and willingness to shop, and may adversely affect the demand for merchandise in our stores, particularly in apparel and seasonal merchandise. Among other things, weather conditions may also affect our ability to deliver our products to our stores or require us to close certain stores temporarily, thereby reducing store traffic. Even if stores are not closed, many customers may be unable to go, or may decide to avoid going to stores in bad weather. As a result, adverse or unseasonable weather in any of our markets could lead to lower-than-expected sales and cause us to increase our markdowns, which may negatively affect our sales and margins.

We may experience volatility in sales and earnings.
Our business has slower and busier periods based on holiday and back-to-school seasons, weather, and other factors. We may experience unexpected decreases in sales from time to time, which could result in increased markdowns and reduced margins. If sales in a certain period are lower than our plans, we may not be able to adjust operating expenses concurrently, which could adversely affect our operating results.

STRATEGIC RISKS

We depend on the market availability, quantity, and quality of attractive brand name merchandise at desirable discounts, and on the ability of our buyers to source and purchase merchandise to enable us to offer customers a wide assortment of merchandise at competitive prices.
Opportunistic buying, tightly managed inventory levels, and frequent inventory turns are critical elements of our off-price business strategy. Maintaining an overall pricing differential to our competitors is also key to our ability to attract customers and sustain our sales and gross margins. Our opportunistic buying places considerable discretion with our merchants, who are in the marketplace continually and who are generally purchasing merchandise for the current or upcoming season. Our ability to meet or exceed our operating performance targets depends upon the continuous, sufficient availability of high quality merchandise that we can acquire at prices sufficiently below those paid by conventional retailers and that will represent a value to our customers. To the extent that certain of our vendors are better able to manage their inventory levels and reduce the amount of their excess inventory, the amount of high quality merchandise available to us could be materially reduced. To the extent that certain of our vendors decide not to sell to us or go out of business, the amount of high quality merchandise available to us could also be materially reduced. Because a significant portion of the apparel and other goods we sell is originally manufactured in other countries, constraints on the availability of shipping capacity, changes in transportation or tariff costs, trade relationships or tax policies, geopolitical conflicts, natural disasters, or public health issues, that reduce the supply or increase the relative cost of imported goods, could also result in disruptions to our supply relationships. Cost increases, shortages, delays, or disruptions in the availability to us of high quality, value-priced merchandise could have a material adverse effect on our sales and margins.

To achieve growth, we need to expand in existing markets and enter new geographic markets.
Our growth strategy is based on successfully expanding our off-price model in current markets and in new geographic regions. There are significant risks associated with our ability to continue to expand our current business and to enter new markets. Stores we open in new markets may not reach (or may take longer to reach) expected sales and profit levels, and may have higher construction, occupancy, advertising, or operating costs than stores we open in existing markets, thereby affecting our overall profitability. New markets may have competitive conditions, consumer tastes, and discretionary spending patterns that are more difficult to predict or satisfy than our existing markets. Our limited operating experience and limited brand recognition in new markets may require us to build brand awareness in that market through greater investments in marketing, advertising, and promotional activity than we originally planned. We may find it more difficult in new markets to hire, motivate, and retain qualified associates. Further, expanding into new markets or increasing store growth in regions where we have limited operating experience could potentially result in operational inefficiencies and increased costs.

Our inability to continually attract, train, and retain associates with the retail talent necessary to execute our off-price retail strategies, as well as labor shortages, increased turnover, or increased labor costs could adversely affect our operating results.
Like other retailers, we face challenges in recruiting and retaining sufficient talent in our buying organization, management, stores, distribution centers, and other key areas. Many of our retail store associates are in entry level or part-time positions with elevated rates of turnover. Our ability to control labor costs is subject to numerous external factors, including prevailing wage rates and health and other insurance costs, potential labor organizing activities, as well as the impact of legislation or regulations governing minimum wage or healthcare benefits.

Any increase in labor costs may adversely impact our profitability or, if we fail to pay competitive wages, may result in increased turnover. Excessive turnover may result in higher costs associated with finding, hiring, and training new associates. If we cannot hire enough qualified associates, or if there is a disruption in the supply of personnel we hire from third-party providers, especially during our peak seasons, our operations could be negatively impacted.

Because of the distinctive nature of our off-price model, we must also attract, train, and retain our key associates across the Company, especially within our buying organization. The loss of one or more of our key personnel or the inability to effectively identify and successfully transition suitable successors for key roles could have a material adverse effect on our business. There is no assurance that we will be able to attract or retain highly qualified associates in the future and any failure to do so could have a material adverse effect on our growth, operations, or financial position.

We need to obtain acceptable new store sites with favorable consumer demographics to achieve our planned growth.
Successful growth requires us to find appropriate real estate sites in our targeted market areas. We compete with other retailers and businesses for acceptable store locations. For the purpose of identifying locations, we rely on consumer demographics. While we believe consumer demographics are helpful indicators of acceptable store locations, we recognize that this information cannot predict future consumer preferences and buying trends with complete accuracy. Time frames for negotiations and store development vary from location to location and can be subject to unforeseen delays or unexpected cancellations. We may not be able to open new stores or, if opened, operate those new stores profitably. Construction and other delays in store openings could have a negative impact on our business and operating results. Additionally, when our existing stores near the end of their lease term, we may not be able to successfully renegotiate the future lease terms, which could negatively impact our operating results. New stores may not achieve the same sales or profit levels as our existing stores, and adding stores to existing markets may adversely affect the sales and profitability of other existing stores. If we cannot acquire sites on attractive terms, it could limit our ability to grow or adversely affect the economics of our new stores in various markets.

Our ability to effectively advertise and market our business could impact customer traffic and demand for our merchandise.
Customer traffic and demand for our merchandise is influenced by our advertising and marketing activities, the name recognition and reputation of our brands, and the location of our stores. Although we use an increasing variety of marketing and advertising mediums to attract customers to our stores, particularly through a mix of traditional and streaming television, digital channels (including social media), and new store grand openings, our competitors may spend more or use different approaches, which could provide them with a competitive advantage. Our advertising and other promotional programs may not be effective or may be perceived negatively, or could require increased expenditures, any of which could adversely affect sales or increase costs.

OPERATIONAL RISKS

In order to achieve our planned gross margins, we must effectively manage our inventories, markdowns, and inventory shortage.

We purchase the majority of our inventory based on our sales plans. If our actual demand is lower than our sales plans at our intended price points, we may experience excess inventory levels and need to take markdowns on excess or slow-moving inventory, resulting in decreased profit margins. We also may have insufficient inventory to meet customer demand, leading to lost sales opportunities.

As a regular part of our business, we purchase packaway inventory with the intent that it will be stored in our warehouses until a later date. The timing of the release of packaway inventory to our stores is principally driven by the product mix and seasonality of the merchandise, and its relation to our store merchandise assortment plans, but it typically remains in storage less than six months. Packaway inventory is frequently a significant portion of our overall inventory. If we make packaway purchases that do not align with consumer preferences at the later time of release to our stores, we could have significant inventory markdowns. Changes in packaway inventory levels could impact our operating cash flow. Although we have various systems to help protect against loss or theft of our inventory, both when in storage and once distributed to our stores, we may have damaged, lost, or stolen inventory (called “shortage”) in higher amounts than we forecast, which would result in write-offs, lost sales, and reduced margins.

Information or data security breaches, including cyberattacks on our transaction processing and computer information systems (including malware intrusion, data exfiltration, identity theft, and other types of cybersecurity threats), could disrupt our operations, result in theft or unauthorized disclosure of our confidential and valuable business information or credit card and other customer information, and could adversely affect our business, disrupt our operations, damage our reputation, increase our costs, and create significant legal exposure.

Like other large retailers, we rely on commercially available computer and telecommunications systems to process, transmit, and store payment card and other personal and confidential information, and to provide information or data security for those transactions. Many of the key information systems and processes we use to handle payment card transactions and check approvals, and the levels of security technology utilized in payment cards, are controlled by the banking and payment card industry, not by us. Cybercriminals may attempt to penetrate our point of sale and other transaction processing information systems to misappropriate customer or business information, including but not limited to credit/debit card, personnel, or trade information.

Cybercriminals (including state-sponsored actors) may attempt to penetrate our information systems, including supply chain and logistics systems, to deprive us from access to necessary business information and to disrupt our operations, as part of so-called “ransomware” extortion activity or otherwise. A disruption within our logistics or supply chain network could adversely affect our ability to timely and efficiently transport merchandise to our stores or our distribution centers, which could impair our ability to meet customer demand for products and result in lost sales or increased supply chain costs.

Despite security measures we have in place, and our efforts to prevent, monitor, and mitigate attacks and errors, our facilities and systems (or those of third-party service providers we utilize or connect to) may be vulnerable to security breaches, acts of vandalism, computer viruses, misplaced or lost data, programming and/or human errors, phishing, ransomware attacks, and similar fraudulent attacks, or other similar events. It is also possible that an associate within our Company, or at a third party we do business with, may purposefully or inadvertently cause a security breach involving such information. The increasing sophistication of cybercriminals, the increased potential for cyberattacks, the advances in computer capabilities and artificial intelligence, and remote access increases these risks. A breach of our information or data security, a system shut down or other response we may take, or our failure or delay in detecting and mitigating a system breach and a loss of personal or business information, could result in damage to our reputation, loss of customer confidence, violation (or alleged violation) of applicable laws (including laws relating to consumer data protection and privacy, and required notifications of data security breaches), and expose us to civil claims, litigation, and regulatory action, and to unanticipated costs and disruption of our operations.

Disruptions in our supply chain or in our information systems could impact our ability to process sales and to deliver product to our stores in a timely and cost-effective manner.
Various information systems are critical to our ability to operate and to manage key aspects of our business. We depend on the integrity, continuous availability, and consistent operations of these systems to process transactions in our stores, track inventory flow, manage merchandise allocation and distribution logistics, generate performance and financial reports, and support merchandising decisions.

We are currently making, and will continue to make, technology investments to improve or replace information processes and systems that are key to managing our business. We must monitor and choose sound investments and implement them at the right pace. The risk of system disruption is increased whenever significant system changes are undertaken. An excessive rate of technological change could detract from the effectiveness of adoption and could make it more difficult for us to realize benefits from new technology. Poorly targeting opportunities, failing to make good investments, or making an investment commitment significantly above or below our needs could damage our competitive position and adversely impact our business and results of operations. Additionally, the potential problems and interruptions associated with implementing technology system changes could disrupt or reduce the efficiency of our operations in the short term. These initiatives might not provide us with the anticipated benefits, or may provide them on a delayed schedule or at a higher cost.

Our information systems, including our back-up systems, are subject to damage or interruption from power outages, computer and telecommunications failures, cyberattacks, computer viruses, internal or external security breaches, catastrophic events such as severe storms, fires, earthquakes, floods, acts of terrorism, and design or usage errors by our associates or by third parties. If our information systems or our back-up systems are damaged or cease to function properly, we may have to make significant investments to fix or replace them, and we may suffer interruptions in our operations in the interim. Any material interruption in our computer systems could have a material adverse effect on our business and results of operations.

A disruption within our logistics or supply chain network could adversely affect our ability to timely and efficiently transport merchandise to our stores or our distribution centers, which could impair our ability to meet customer demand for products and result in lost sales or increased supply chain costs. Such disruptions may result from public health issues such as pandemics, cyberattacks, damage or destruction to our distribution centers, equipment failures, weather-related events, natural disasters, power outages, fires, trade restrictions, tariffs, third-party strikes or ineffective cross-dock operations, work stoppages or slowdowns, shipping capacity constraints, supply or shipping interruptions, or other factors beyond our control. Any such disruptions could negatively impact our financial performance or financial condition.

We are subject to risks associated with importing and selling merchandise produced in other countries.
Risks in importing and selling such merchandise include increased tariffs and more stringent quotas, economic and supply chain disruption uncertainties and adverse economic conditions (including shipping capacity limitations, cost increases, and exchange rate fluctuations), foreign government regulations, labor stoppages or disputes, concerns relating to human rights, working conditions, and other issues in factories or countries where merchandise is produced, transparency of sourcing and supply chains, exposure on product warranty and intellectual property issues, consumer perceptions of the safety of imported merchandise, geopolitical conflict (including wars and fears of war), political unrest, natural disasters, regulations to address climate change, and trade restrictions.

A predominant portion of the apparel, shoes, home-related merchandise, and other goods we sell (even when we purchase it domestically, often as excess inventory sold to us by a domestic vendor) is originally manufactured in other countries. In addition, we directly source a portion of the products sold in our stores from foreign vendors, predominantly in China. We also buy products that originate from foreign sources indirectly through domestic vendors and manufacturers' representatives. More than half of the merchandise we sell is originally manufactured in China. Although our foreign purchases of merchandise are negotiated and paid for in U.S. dollars, increased tariffs or other import duties on goods imported into the United States, or decreases in the value of the U.S. dollar relative to foreign currencies, could increase the cost of products we purchase from overseas vendors and from domestic vendors who are reselling foreign-produced goods. When we are the importer of record, we may be subject to regulatory or other requirements similar to those applicable to a manufacturer.

To the extent that our vendors are located overseas or rely on overseas sources for a large portion of their products, any event causing a disruption, delay, or increase in the cost of imports, including imposition of import or other restrictions such as product detention, war, acts of terrorism, natural disasters, or public health issues could adversely affect our business. The flow of merchandise from our vendors could also be adversely affected by global shipping capacity limitations, labor stoppages, or by financial or political instability in any of the countries in which the goods we purchase are manufactured. Trade restrictions in the form of tariffs or quotas, or both, applicable to the products we sell could also affect the importation of those products and could increase the cost and reduce the supply of products available to us. We cannot predict whether China or any of the other countries from which our products are sourced, or in which our products are currently manufactured or may be manufactured in the future, will be subject to increased tariffs or trade restrictions imposed by the U.S. or foreign governments or the likelihood, type, or effect of any such restrictions.

Damage to our corporate reputation or brands could adversely affect our sales and operating results.
Our reputation is partially based on perceptions of various subjective qualities and overall integrity. Any incident that erodes the trust or confidence of our customers or the general public could adversely affect our reputation and business, particularly if the incident results in significant adverse publicity or governmental inquiry. Such an incident could also include alleged acts or omissions by, or situations involving, our vendors (or their contractors or subcontractors), the landlords for our stores, or our associates outside of work, and may pertain to social or political issues or protests largely unrelated to our business. Similarly, our responses to events or crises and our position (or perceived lack of position) on environmental, social, and governance matters, such as sustainability, corporate social responsibility, diversity, equality, and inclusion, responsible sourcing, and any perceived lack of transparency about those matters could harm our reputation, receive negative feedback from stakeholders, including our customers and investors, and could adversely affect our sales.

The use of social media and other online platforms, including blogs, applications, websites, and other forms of internet-based communications, which allow individuals access to a broad audience of consumers and other interested persons, continues to increase. The availability of information (whether correct or erroneous) on social media and other online platforms is virtually immediate, as is its impact. Many social media and other online platforms immediately publish the content their subscribers and participants post, often without filters or checks on accuracy of the content. The opportunity for dissemination of information, including inaccurate information, is seemingly limitless and readily available. Information concerning our Company may be posted on such platforms at any time. Information posted may be adverse to our interests or may be inaccurate, which could negatively affect our sales, diminish customer trust, reduce employee morale and productivity, and lead to difficulties in recruiting and retaining qualified associates. The harm may be immediate, without affording us an opportunity for redress or correction.

To support our continuing operations, our new store and distribution center growth plans and other capital investment plans, our stock repurchase program, our debt repayments, and our quarterly dividends, we must maintain sufficient liquidity.
We depend upon our operations to generate strong cash flows to support our general operating activities, and to finance our operations, make capital expenditures and acquisitions, manage our debt levels, and return value to our stockholders through stock repurchases and dividends. Disruptions to our operations may occur, nationally, regionally, or in specific locations. If we are unable to generate sufficient cash flows from operations to support our activities, our growth plans and our financial performance would be adversely affected.

If our access to capital is restricted or our borrowing costs increase, our operations and financial condition could be adversely impacted. In addition, if we do not properly allocate our capital resources to maximize returns, our operations, cash flows, and returns to stockholders could be adversely affected.

A natural or man-made disaster in a region where we have a concentration of stores, offices, or a distribution center could harm our business.
We have a concentration of store locations in the states of California, Texas, and Florida; together those states include almost 50% of our stores. Approximately half of our distribution center and warehouse capacity, approximately 22% of our stores, and our corporate headquarters, are located in California. Natural or other disasters, such as wildfires, earthquakes, hurricanes, tornadoes, floods, or other extreme weather and climate conditions, or fires, explosions, and acts of war or terrorism, or public health issues, in any of our markets could disrupt our operations or our supply chain, or could shut down, damage, or destroy our stores or distribution facilities.

COMPLIANCE, REGULATORY, AND LEGAL RISKS

Consumer problems or legal issues involving the quality, safety, or authenticity of products we sell could harm our reputation, result in lost sales, and/or increase our costs.
Various governmental authorities regulate the quality and safety of merchandise we sell. These regulations and related laws frequently change, and the ultimate cost of compliance cannot be precisely estimated. Because of our opportunistic buying strategies, we sometimes obtain merchandise in new categories or from new vendors we have not previously dealt with. Although our vendor arrangements typically place contractual responsibility on the vendor for resulting liability and we generally rely on our vendors to provide authentic merchandise that matches the stated quality attributes and complies with applicable product safety and other laws, any non-compliance with consumer product safety laws may subject us to product recalls, make certain products unsalable, or require us to incur significant compliance costs.

We require our vendors (for both import and domestic purchasing) to contractually confirm that they adhere to various conduct, compliance, and other requirements, including those relating to environmental, employment and labor (including wages and working conditions), health, safety, and anti-bribery standards. From time to time, our vendors, their contractors, or their subcontractors may be alleged to not be in compliance with these standards or with applicable local laws. Although we have implemented policies and procedures to promote compliance with laws and regulations relating to doing business in foreign markets and importing merchandise, and to monitor the compliance of our suppliers, this does not guarantee that suppliers and other third parties with whom we do business will not violate (or not allegedly violate) such laws and regulations or our policies. Significant or continuing non-compliance (or alleged non-compliance) with such standards and laws by one or more vendors could have a negative impact on our reputation, could subject us to claims and liability, and could have an adverse effect on our results of operations.

Regardless of fault, any real or perceived issues with the quality and safety of merchandise we offer (particularly products such as food and children’s items), issues with the authenticity of merchandise, or our inability or that of our vendors, to comply on a timely basis with laws and regulatory requirements, could adversely affect our reputation, result in lost sales, inventory write-offs, uninsured product liability or other legal claims, penalties or losses, merchandise recalls, and increased costs.

An adverse outcome in various legal, regulatory, or tax matters could damage our reputation or brand and increase our costs.
As an ordinary part of our business, we are involved in various legal proceedings, regulatory reviews, tax audits, and/or other legal matters. These may include lawsuits, inquiries, demands, or other claims or proceedings by governmental entities and private plaintiffs, including those relating to employment and employee benefits (including classification, employment rights, discrimination, harassment, wage and hour, and retaliation), workplace safety, securities, real estate, tort, commercial, consumer protection, privacy, product compliance and safety, advertising, environmental, comparative pricing, product labeling, intellectual property, tax, escheat, and whistle-blower claims. We continue to be involved in a number of employment-related lawsuits, including class/representative actions which are primarily in California.

We are subject to federal, state, and local rules and regulations in the United States, and to various international laws, which change from time to time. These legal requirements collectively affect multiple aspects of our business, including the cost of health care, workforce management and employee benefits, minimum wages, advertising, comparative pricing, import/export, sourcing and manufacturing, data protection (including customer and associate data privacy, choice, and notification rights), intellectual property, and others. If we fail to comply (or are alleged not to comply) with any of these requirements, we may be subject to fines, settlements, penalties, or other costs. In addition, an adverse outcome (or the adverse publicity from the claims) in any of these matters may damage our reputation or brand. We are also subject to the continuous examination of our tax returns and reports by federal, state, and local tax authorities and these examining authorities may challenge positions we take.

Significant judgment is required in evaluating and estimating our tax provisions and reserves for legal claims. Actual results may differ, and our costs may exceed the reserves we establish in estimating the probable outcomes. In addition, applicable accounting principles and interpretations may change from time to time, and those changes could have material effects on our reported operating results and financial condition.

ITEM 1B. UNRESOLVED STAFF COMMENTS

Not applicable.

ITEM 1C. CYBERSECURITY RISK

RISK MANAGEMENT AND STRATEGY

We have a cybersecurity program that is intended to assess, identify, and manage material risks from cybersecurity threats to our business. Our program includes policies and procedures for detection, assessment, response, mitigation, remediation, and reporting of cybersecurity incidents and threats. Overall, our cybersecurity program is a strategic component of our company-wide risk management framework and activities.

Our cybersecurity program is led by our Information Technology (“IT”) team. The IT team is principally responsible for developing, managing, and implementing our cybersecurity risk assessment processes, maintaining and implementing our incident response plans, selecting and implementing security controls, providing cybersecurity training, performing ongoing threat analysis, and responding to cybersecurity threats and incidents. The cybersecurity program also draws upon a combination of industry frameworks, including the National Institute of Standards and Technology (NIST) Cybersecurity Framework, that are designed to help companies measure their security posture, reduce cybersecurity risks, and provide guidance for implementing effective security controls.

Our risk management approach and processes for cybersecurity extend to assessing and managing risks from cybersecurity threats associated with our use of third-party service providers, by employing vetting processes, including the conducting of security assessments and monitoring activities, to verify that third-party service providers adhere to our policies and contractual requirements.

In addition, we engage and work with a range of third-party advisors, including cybersecurity consultants, legal counsel, and auditors, to help us assess, test, and otherwise assist in the development and review of our cybersecurity processes. These relationships enable us to benefit from specialized knowledge and insights to help inform our cybersecurity strategies.

As of the date of this filing, to our knowledge, our business strategy, results of operations, and financial condition have not been materially affected by risks from cybersecurity threats or previously identified cybersecurity incidents, but there is no assurance that we will not be materially affected in the future by such risks or future incidents. For more information on our cybersecurity related risks, see ITEM 1A. RISK FACTORS.

GOVERNANCE

Our Board of Directors exercises general oversight of our risk management activities, including our cybersecurity program. With respect to risks related to cybersecurity, our Board of Directors has delegated the primary oversight responsibility to the Audit Committee. The Audit Committee, along with management, reports to the full Board of Directors on these matters throughout the year.

The Audit Committee receives quarterly cybersecurity reports and engages directly with our management team, including our Chief Information Officer ("CIO") and Chief Information Security Officer ("CISO"), on cybersecurity risk management and related risk topics, including incident response and recovery protocols, associate trainings and awareness, recent Company and industry developments, and our related compliance programs and practices. Our cybersecurity program and practices are also evaluated through various internal and third-party audits and assessments, with the results reported to the Audit Committee.

Our CIO and CISO are principally responsible for assessing and managing our material risks from cybersecurity threats. They lead efforts to prevent, identify, detect, mitigate, and remediate material cybersecurity risks and incidents through various means, including by receiving alerts and reports produced by security tools deployed in our IT systems. Together, our CIO and CISO have decades of experience in cybersecurity and in retail, including leadership experience in cybersecurity risk management, incident response and recovery, compliance, governance, IT systems and technology, and overall cyber defense methodologies.

ITEM 2. PROPERTIES

At January 31, 2026, we operated a total of 2,267 stores, of which 1,904 were Ross stores in 44 states, the District of Columbia, Guam, and Puerto Rico, and 363 were dd's DISCOUNTS stores in 22 states. See additional discussion under "Stores" in ITEM 1. BUSINESS.

The following table summarizes the locations of our stores by state/territory as of January 31, 2026 and February 1, 2025.

State/Territory	**January 31, 2026**	February 1, 2025
Alabama	**30**	30
Arizona	**96**	91
Arkansas	**11**	11
California	**491**	476
Colorado	**42**	43
Connecticut	**1**	—
Delaware	**4**	4
District of Columbia	**2**	2
Florida	**253**	248
Georgia	**74**	70
Guam	**3**	3
Hawaii	**19**	19
Idaho	**13**	12
Illinois	**107**	104
Indiana	**37**	36
Iowa	**10**	9
Kansas	**15**	15
Kentucky	**19**	19
Louisiana	**24**	24
Maryland	**38**	35
Michigan	**23**	16
Minnesota	**7**	4
Mississippi	**13**	12
Missouri	**32**	32
Montana	**6**	6
Nebraska	**10**	10
Nevada	**44**	43
New Jersey	**27**	22
New Mexico	**24**	23
New York	**12**	7
North Carolina	**57**	56
North Dakota	**4**	4
Ohio	**29**	27
Oklahoma	**32**	31
Oregon	**31**	31
Pennsylvania	**64**	64
Puerto Rico	**3**	—
South Carolina	**32**	32
South Dakota	**2**	2
Tennessee	**46**	45
Texas	**321**	312
Utah	**28**	27
Virginia	**43**	44
Washington	**49**	48
West Virginia	**4**	4
Wisconsin	**31**	29
Wyoming	**4**	4
Total	**2,267**	2,186

Where possible, we obtain sites in buildings requiring minimal alterations, allowing us to establish stores in new locations in a relatively short period of time and at reasonable costs in a given market. Nearly all of our stores are leased. The majority of our new stores have unexpired original lease terms ranging from three years to ten years, with three to four renewal options of five years each.

The following table summarizes the location and approximate sizes of our distribution/warehouse facilities and office locations as of January 31, 2026. Square footage information for the distribution and warehouse facilities represents total ground floor area of the facility.

		Total Approximate Square Footage (in millions)	
Location	**Number of Facilities**	**Owned**	**Leased**
Distribution and Warehouse Facilities			
Buckeye, Arizona	1	1.7	—
Moreno Valley, California	3	1.3	1.9
Perris, California	2	2.0	—
Shafter, California	3	1.7	1.4
Randleman, North Carolina[1]	1	1.8	—
Carlisle, Pennsylvania	4	0.5	0.6
Fort Mill, South Carolina	5	2.1	0.4
Rock Hill, South Carolina	2	1.2	0.4
Brookshire, Texas	1	1.9	—
Office Space[2]			
Dublin, California	1	0.4	—
Los Angeles, California	1	—	0.1
New York City, New York[3]	1	0.6	—

[1] We are currently in the process of completing the construction of this distribution center.

[2] We also operate a smaller buying office located in Boston, Massachusetts.

[3] Our New York buying office building is subject to a 99-year ground lease.

See additional discussion under “Distribution” in ITEM 1. BUSINESS.

ITEM 3. LEGAL PROCEEDINGS

We have been named in class/representative action lawsuits, primarily in California, alleging violations by us of wage and hour laws. Class/representative action litigation remains pending as of January 31, 2026.

We are also party to various other legal and regulatory proceedings arising in the normal course of business. Actions filed against us may include commercial, product and product safety, consumer, intellectual property, environmental, and labor and employment-related claims, including lawsuits in which private plaintiffs or governmental agencies allege that we violated federal, state, and/or local laws. Actions against us are in various procedural stages. Many of these proceedings raise factual and legal issues and are subject to uncertainties.

Like many retailers and other businesses, we have filed a lawsuit as plaintiff against various insurance companies with respect to our claims for insurance coverage for business interruption and for other losses that we have experienced as a result of the COVID-19 pandemic. Our suit was filed in Alameda County, California in December 2020. The proceedings are ongoing and remain subject to significant uncertainties.

We believe that the resolution of our currently pending class/representative action litigation and other currently pending legal and regulatory proceedings will not have a material adverse effect on our financial condition, results of operations, or cash flows.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS, AND ISSUER PURCHASES OF EQUITY SECURITIES

General information. Our stock is traded on The Nasdaq Global Select Market® under the symbol ROST. There were 1,111 stockholders of record as of March 9, 2026, and the closing stock price on that date was $212.15 per share.

Cash dividends. On March 3, 2026, our Board of Directors declared a quarterly cash dividend of $0.4450 per common share, payable on March 31, 2026. Our Board of Directors declared a cash dividend of $0.4050 per common share in March, May, August, and November 2025. Our Board of Directors declared a cash dividend of $0.3675 per common share in March, May, August, and November 2024.

Issuer purchases of equity securities. Information regarding shares of common stock we repurchased during the fourth quarter of fiscal 2025 is as follows:

Period	Total number of shares (or units) purchased[1]		Average price paid per share (or unit)	Total number of shares (or units) purchased as part of publicly announced plans or programs		Maximum number (or approximate dollar value) of shares (or units) that may yet be purchased under the plans or programs ($000)
November						
(11/02/2025 - 11/29/2025)	396,793	$	165.39	396,793	$	196,880
December						
(11/30/2025 - 01/03/2026)	597,318		180.49	597,318		89,060
January						
(01/04/2026 - 01/31/2026)	470,635		189.24	470,635		—
Total	1,464,746	$	179.21	1,464,746	$	—

[1] We did not acquire shares of treasury stock during the quarter ended January 31, 2026. Treasury stock includes shares acquired from employees for tax withholding purposes related to vesting of restricted stock grants.

In March 2026, our Board of Directors approved a new, two-year program to repurchase up to $2.55 billion of the Company's common stock through January 29, 2028. This program follows the previously completed two-year $2.1 billion stock repurchase program, effective through fiscal 2025.

Refer to Note C: Stock-Based Compensation in the Notes to Consolidated Financial Statements for equity compensation plan information. The information under Item 12 of this Annual Report on Form 10-K under the caption "Equity compensation plan information" is incorporated herein by reference.

Stockholder Return Performance Graph

The following information in this Item 5 shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933.

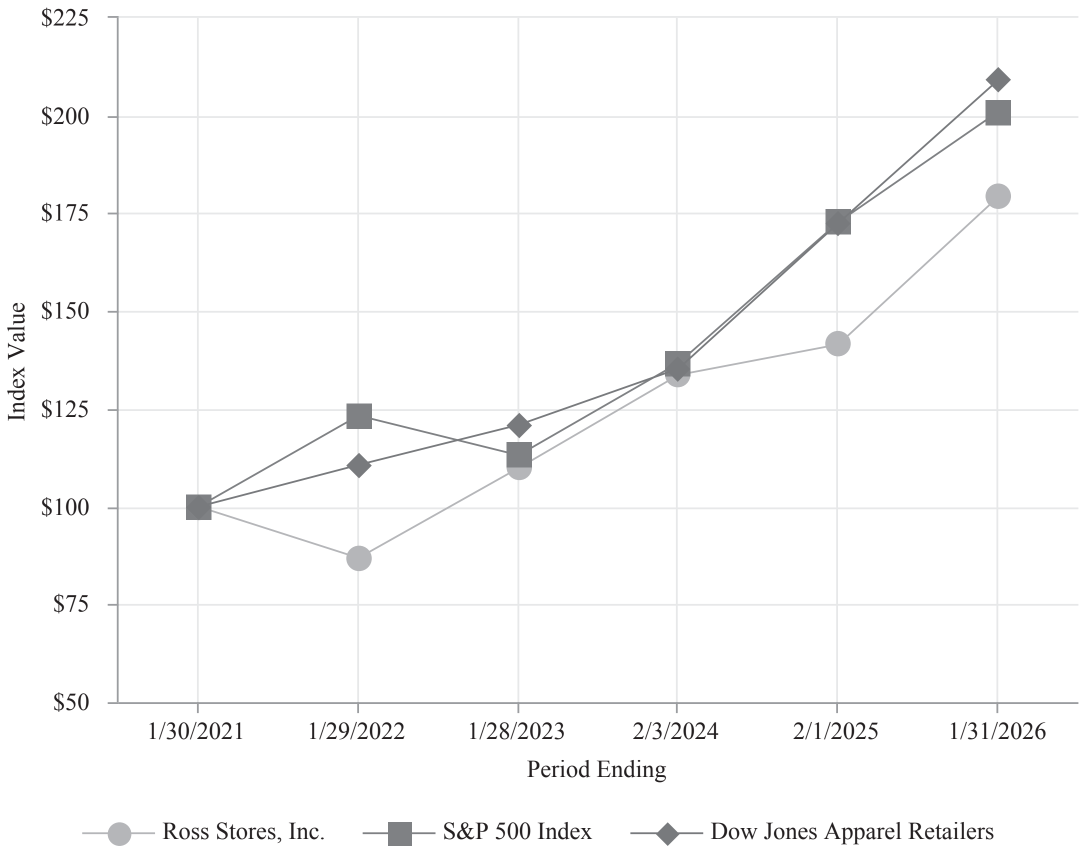
The graph below compares total stockholder returns over the last five years for our common stock to the Standard & Poor's 500 Index ("S&P Index") and the Dow Jones Apparel Retailers Index.

We use the Dow Jones Apparel Retailers Index in our performance graph because we believe the retail companies comprising that index are aligned with the segment of the retail industry in which we operate, and it provides a relevant comparison against which to measure our stock performance.

The cumulative total return listed below assumed an initial investment of $100 and reinvestment of dividends at each fiscal year-end and measures the performance of this investment as of the last trading day in the month of January for each of the following five years. These measurement dates are based on the historical month-end data available and vary slightly from our actual fiscal year end date for each period. Data with respect to returns for the S&P Index and the Dow Jones Apparel Retailers Index is not readily available for periods shorter than one month. The graph is a historical representation of past performance only and is not necessarily indicative of future performance.

COMPARISON OF 5 YEAR CUMULATIVE TOTAL RETURN

Among Ross Stores, Inc., the S&P 500 Index, and Dow Jones Apparel Retailers



		Indexed Returns for Fiscal Years Ended				
	Base Period					
Company/Index	2020	2021	2022	2023	2024	**2025**
Ross Stores, Inc.	100	87	110	134	141	**179**
S&P 500 Index	100	123	113	137	173	**201**
Dow Jones Apparel Retailers	100	111	121	135	173	**209**

ITEM 6. RESERVED

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

This section and other parts of this Form 10-K contain forward-looking statements that involve risks and uncertainties. Our actual results may differ materially from the results discussed in the forward-looking statements. Factors that might cause such differences include, but are not limited to, those discussed below under the caption "Forward-Looking Statements" and also those in ITEM 1A. RISK FACTORS in this Annual Report on Form 10-K. The following discussion should be read in conjunction with the consolidated financial statements and notes thereto included elsewhere in this Annual Report on Form 10-K.

Overview

Ross Stores, Inc. operates two brands of off-price retail apparel and home fashion stores—Ross Dress for Less® ("Ross") and dd's DISCOUNTS®. Ross is the largest off-price apparel and home fashion chain in the United States, with 1,904 locations in 44 states, the District of Columbia, Guam, and Puerto Rico as of January 31, 2026. Ross offers first-quality, in-season, brand name and designer apparel, accessories, footwear, and home fashions for the entire family at savings of 20% to 60% off department and specialty store regular prices every day. We also operate 363 dd's DISCOUNTS stores in 22 states as of January 31, 2026 that feature a more moderately-priced assortment of first-quality, in-season apparel, accessories, footwear, and home fashions for the entire family at savings of 20% to 70% off moderate department and discount store regular prices every day.

Fiscal Years

The fiscal years ended January 31, 2026, February 1, 2025, and February 3, 2024 are referred to as fiscal 2025, fiscal 2024, and fiscal 2023, respectively. Fiscal 2025 and 2024 were each 52-week years. Fiscal 2023 was a 53-week year.

The discussion that follows relates to fiscal 2025 and fiscal 2024. Discussion of fiscal 2023 items and year-to-year comparisons between fiscal 2024 and fiscal 2023 that are not included in this Annual Report on Form 10-K can be found in Part II, Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations in our Annual Report on Form 10-K for fiscal 2024.

Fiscal 2025 *Highlights*

Financial results for fiscal 2025 were as follows:

- Sales were $22,751 million, compared to $21,129 million in fiscal 2024.
- Comparable store sales increased 5%.
- Operating income was $2,707 million, compared to $2,586 million in fiscal 2024.
- Operating income as a percentage of sales was 11.9%, compared to 12.2% in fiscal 2024.
- Net income was $2,145 million, compared to $2,091 million in fiscal 2024.
- Diluted earnings per share were $6.61, compared to $6.32 in fiscal 2024.

Key Initiatives

Our current key initiatives include the following:

- **Merchandising:** Delivering broad-based assortments timely and offering more brands at compelling values for our customers.
- **Marketing:** Advancing our marketing initiatives to further strengthen customer awareness and engagement.
- **Stores:** Making meaningful improvements to the in-store shopping experience for our customers.

While we believe these initiatives are contributing positively to our business, there remains uncertainty in the broader environment in which we operate. We continue to monitor ongoing macroeconomic factors such as tariffs, inflation, and geopolitical conditions. Our initiatives and our focus on providing merchandise that resonates with our customers remain central to supporting our efforts to drive sustainable, profitable growth.

Store Openings

The following table summarizes the stores opened and closed during fiscal 2025, 2024, and 2023:

Store Count	2025	2024	2023
Ross Dress for Less			
Beginning of the period	**1,831**	1,764	1,693
Opened in the period	**80**	75	72 [1]
Closed in the period	**(7)**	(8)	(1)
Total Ross Dress for Less stores end of period	**1,904**	1,831	1,764
dd's DISCOUNTS			
Beginning of the period	**355**	345	322
Opened in the period	**10**	14	25
Closed in the period	**(2)**	(4)	(2)
Total dd's DISCOUNTS stores end of period	**363**	355	345
Total stores end of period	**2,267**	2,186	2,109

[1] Includes the reopening of a store previously temporarily closed due to a weather event.

The number of stores at the end of fiscal 2025, 2024, and 2023 increased by 4%, 4%, and 5% from the respective prior years. Our fiscal 2025 expansion program added 90 new stores, and included entry into new geographic markets such as Puerto Rico and the New York Metro area.

The total selling square footage as of January 31, 2026, February 1, 2025, and February 3, 2024 was 45.1 million, 43.9 million, and 42.8 million, respectively.

Looking forward to 2026, we expect to open approximately 110 new stores, which represents 5% growth. We are planning to open 85 Ross stores and 25 dd's DISCOUNTS stores in 2026, which reflects the reacceleration of growth for dd's DISCOUNTS. Our long-term strategy is to open additional stores based on market penetration, local demographic characteristics, competition, expected store profitability, and the ability to leverage overhead expenses. We continually evaluate opportunistic real estate acquisitions and opportunities for potential new store locations. We also evaluate our current store locations and determine store closures based on similar criteria. We continue to believe that customers' focus on value and convenience supports opportunities to expand our reach and serve more customers over time.

Sales Metrics

Comparable store sales ("comp store sales") is a metric used by management and across the retail industry to evaluate the performance of existing stores by measuring the change in net sales for a particular period over the comparable prior period of equivalent length. We define comp store sales to be sales from stores that have been open for 14 complete months.

Sales excluded from comp store sales ("non-comp store sales") consist primarily of sales from new stores that have been open for less than 14 complete months. Non-comp store sales also include sales from stores that are permanently closed (beginning in the month prior to closure) and temporarily closed (i.e., stores that do not have sales for at least two weeks within a fiscal month).

The calculation of comp store sales varies across the retail industry; therefore, our measure of comp store sales may differ from other retailers.

Metrics relating to customer purchasing behavior, such as "traffic" (defined as the number of transactions) and "basket" (defined as average transaction value), may provide additional insight into our comp store sales results (see Sales discussion below).

Results of Operations

The following table summarizes our financial results for fiscal 2025, 2024, and 2023:

	2025	2024	2023
Sales			
Sales (millions)	**$ 22,751**	$ 21,129	$ 20,377
Sales growth	**8%**	4%	9%
Comparable store sales growth	**5%**	3%	5%
Costs and expenses (as a percent of sales)			
Cost of goods sold	**72.3%**	72.2%	72.7%
Selling, general and administrative	**15.8%**	15.5%	16.0%
Operating income (as a percent of sales)	**11.9%**	12.2%	11.3%
Interest income, net (as a percent of sales)	**(0.6)%**	(0.8)%	(0.8)%
Net earnings (as a percent of sales)	**9.4%**	9.9%	9.2%

Sales. Sales for fiscal 2025 increased approximately $1,621 million, or 8%, compared to the prior year. This was primarily due to the 5% increase in comparable store sales of approximately $961 million and an increase in non-comparable store sales of approximately $660 million. The 5% increase in comparable store sales was driven by an approximate 3% increase in basket and 2% increase in traffic.

Our sales mix is shown below for fiscal 2025, 2024, and 2023:

	2025	2024	2023
Home Accents and Bed and Bath	**26%**	26%	26%
Ladies	**22%**	22%	23%
Men's	**15%**	16%	15%
Accessories, Lingerie, Fine Jewelry, and Cosmetics	**15%**	15%	15%
Shoes	**13%**	12%	13%
Children's	**9%**	9%	8%
Total	**100%**	100%	100%

Cost of goods sold. Cost of goods sold in fiscal 2025 increased approximately $1,187 million compared to the prior year, primarily due to the increase in sales.

Cost of goods sold as a percentage of sales for fiscal 2025 increased approximately 10 basis points from fiscal 2024, primarily due to a 25 basis point increase in distribution costs mainly due to the deleveraging effect from the opening of our eighth distribution center in Buckeye, Arizona in May 2025. Merchandise margin decreased 20 basis points primarily due to tariff-related costs. Partially offsetting these higher costs were lower domestic freight costs of 20 basis points, lower buying costs of 10 basis points, and 5 basis points of leverage in occupancy costs.

Selling, general and administrative expenses. For fiscal 2025, selling, general and administrative expenses ("SG&A") increased approximately $313 million compared to the prior year, primarily due to higher store-related costs.

In December 2024, we completed the sale of a packaway warehouse facility and recognized a pre-tax gain on sale of $61.6 million. SG&A as a percentage of sales for fiscal 2025 increased 25 basis points compared to fiscal 2024, primarily due to the gain recognized from this sale in fiscal 2024.

Operating income. Operating income as a percentage of sales for fiscal 2025 decreased by 35 basis points compared to fiscal 2024, as both SG&A and cost of goods sold increased as a percentage of sales period-over-period.

We expect our operating income as a percentage of sales to be slightly higher in fiscal 2026 than in fiscal 2025, reflecting higher merchandise margin and lower distribution costs, partially offset by higher store-related costs related to our key initiatives.

Interest income, net. In fiscal 2025, interest income, net decreased by approximately $37 million compared to fiscal 2024, primarily due to decreased interest income both from lower average interest rates and from lower average cash balances, which decreased largely due to our repayment at maturity of unsecured senior debt ("Senior Notes") of $700 million in April 2025 and $250 million in September 2024. The decrease in interest income was partially offset by lower interest expense primarily due to the repayment of those Senior Notes.

The table below shows the components of interest income, net for fiscal 2025, 2024, and 2023:

($ millions)	**2025**	2024	2023
Interest income	**$ (173)**	$ (235)	$ (238)
Capitalized interest	**(13)**	(20)	(12)
Other interest expense	**2**	2	2
Interest expense on long-term debt	**49**	81	84
Interest income, net	**$ (135)**	$ (172)	$ (164)

Taxes on earnings. Our effective tax rates for fiscal 2025, 2024, and 2023 were approximately 24.5%, 24.2%, and 24.2%, respectively. The increase in the effective tax rate compared to the prior year was primarily due to the tax effects associated with stock-based compensation. Our effective tax rate represents the applicable combined federal and state statutory rates reduced by the federal benefit of state taxes deductible on federal returns. Our effective tax rate is impacted by changes in tax law and accounting guidance, location of new stores, level of earnings, tax effects associated with stock-based compensation, and the resolution of tax positions with various tax authorities.

In July 2025, "An Act to provide for reconciliation pursuant to title II of H. Con. Res. 14.", also known as the "One Big Beautiful Bill Act" ("OBBBA"), was signed into law. The OBBBA made several changes to business tax provisions including the reinstatement of 100% bonus depreciation and immediate expensing of domestic research and development expenditures. These changes did not have a material impact to our consolidated financial statements in fiscal 2025.

Earnings per share. Diluted earnings per share in fiscal 2025 was $6.61 compared to $6.32 in the prior year. The $0.29, or 5%, increase in diluted earnings per share in fiscal 2025 was primarily attributable to a 3% increase in net earnings and a 2% reduction in weighted-average diluted shares outstanding largely due to stock repurchases under our stock repurchase program.

Fiscal 2025 earnings included an estimated unfavorable tariff-related impact of approximately $0.16 per share. Fiscal 2024 earnings included a per share benefit of approximately $0.14 from the sale of the packaway warehouse facility.

Financial Condition

Liquidity and Capital Resources

The primary sources of funds for our business activities are cash flows from operations and short-term trade credit. Our primary ongoing cash requirements are for merchandise inventory purchases, payroll, operating and variable lease costs, taxes, capital expenditures related to our new and existing stores, and investments in distribution centers, information systems, and buying and corporate offices. We also use cash to repurchase stock under active stock repurchase programs, repay debt as it becomes due, and pay dividends. The $500 million principal amount of our 0.875% Senior Notes is due in April 2026. In April 2025, we repaid at maturity $700 million of Senior Notes, and in September 2024 we repaid at maturity $250 million of Senior Notes.

($ millions)	**2025**	2024	2023
Cash provided by operating activities	**$ 3,027**	$ 2,357	$ 2,514
Cash used in investing activities	**(819)**	(637)	(763)
Cash used in financing activities	**(2,342)**	(1,859)	(1,428)
Net (decrease) increase in cash, cash equivalents, and restricted cash and cash equivalents	**$ (134)**	$ (139)	$ 323

Operating Activities

Net cash provided by operating activities was approximately $3,027 million in fiscal 2025. This was primarily driven by net earnings excluding non-cash expenses for depreciation, amortization, and stock-based compensation, partially offset by the payment of fiscal 2024 incentive bonuses in fiscal 2025. Net cash provided by operating activities was approximately $2,357 million in fiscal 2024. This was primarily driven by net earnings excluding non-cash expenses for depreciation, amortization, stock-based compensation, and the gain on sale of a packaway warehouse facility, partially offset by the payment of fiscal 2023 incentive bonuses in fiscal 2024.

The approximately $670 million increase in cash provided by operating activities in fiscal 2025 compared to fiscal 2024 was primarily driven by higher accounts payable leverage (defined as Accounts payable divided by Merchandise inventory), lower taxes paid, lower incentive bonus payments, and higher net earnings. Accounts payable leverage was 91% and 87% as of January 31, 2026 and February 1, 2025, respectively. The increase in accounts payable leverage was primarily due to the timing of inventory receipts and related payments versus the prior year.

As a regular part of our business, packaway inventory levels will vary over time based on availability of compelling merchandise purchase opportunities in the marketplace and our decisions on the timing for release of that inventory to our stores. Packaway merchandise is purchased with the intent that it will be stored in our warehouses until a later date. The timing of the release of packaway inventory to our stores is principally driven by the product mix and seasonality of the merchandise, and its relation to our store merchandise assortment plans. As such, the aging of packaway varies by merchandise category and seasonality of purchase, but typically packaway remains in storage for less than six months. We expect to continue to take advantage of packaway inventory opportunities to maximize our ability to deliver bargains to our customers.

Changes in packaway inventory levels affect our operating cash flow. Packaway inventory was 37% of total inventory at the end of fiscal 2025, compared to 41% at the end of fiscal 2024.

Investing Activities

Net cash used in investing activities was approximately $819 million in fiscal 2025, primarily related to our capital expenditures. Net cash used in investing activities was approximately $637 million in fiscal 2024, primarily related to our capital expenditures, partially offset by cash proceeds from the sale of the packaway warehouse facility. Our capital expenditures include costs to open new stores and improve existing stores, build, expand, and improve distribution centers, and for various other expenditures related to our information technology systems and buying and corporate offices.

The approximately $182 million increase in cash used in investing activities in fiscal 2025 compared to fiscal 2024 was primarily due to higher capital expenditures in the current year related to the construction of our next distribution center in Randleman, North Carolina, and cash proceeds received in the prior year from the sale of the packaway facility.

Our capital expenditures over the last three years are set forth in the table below:

($ millions)		**2025**		2024		2023
Distribution and transportation	**$**	**297**	$	260	$	306
New stores		**232**		193		209
Existing stores		**189**		171		168
Information systems, corporate, and other		**101**		96		80
Total capital expenditures	**$**	**819**	$	720	$	763

Capital expenditures for fiscal 2026 are projected to be approximately $1.1 billion. Our planned capital expenditures for fiscal 2026 include costs to open new stores and improve existing stores, investments in our supply chain to support long-term growth, including construction of our next distribution centers, investments in our information technology systems, and for various other expenditures related to our stores, distribution centers, and buying and corporate offices. We expect to fund capital expenditures with available cash. The increase in our planned capital expenditures for fiscal 2026 compared to fiscal 2025 is primarily driven by investments in new stores and existing stores, investments in our next distribution centers, and various investments in our information technology systems.

Financing Activities

Net cash used in financing activities was approximately $2,342 million in fiscal 2025, primarily resulting from stock repurchases under our stock repurchase program, the repayment at maturity of $700 million of Senior Notes in April 2025, and dividend payments. Net cash used in financing activities was approximately $1,859 million in fiscal 2024, primarily resulting from stock repurchases under our stock repurchase program, dividend payments, and the repayment at maturity of $250 million of Senior Notes in September 2024.

The approximately $484 million increase in cash used in financing activities in fiscal 2025 compared to fiscal 2024 was primarily due to higher Senior Notes repayments.

Revolving credit facilities. In 2025, we entered into a new, $1.3 billion senior unsecured revolving credit facility (the “2025 Credit Facility”), which replaced our previous $1.3 billion unsecured credit facility. As of January 31, 2026, we had no borrowings or standby letters of credit outstanding under the 2025 Credit Facility, our 2025 Credit Facility remained in place and available, and we were in compliance with the financial covenant. Refer to Note D: Debt in the Notes to Consolidated Financial Statements for additional information.

Senior notes. As of January 31, 2026, we had approximately $1.5 billion of outstanding Senior Notes, of which approximately $500 million was classified within Current Liabilities on our Consolidated Balance Sheet. Refer to Note D: Debt in the Notes to Consolidated Financial Statements for additional information.

Other financing activities.

Stock Repurchases

The following table summarizes our stock repurchase activity in fiscal 2025, 2024, and 2023:

Fiscal Year	Shares repurchased (in millions)	Average repurchase price	Amount repurchased (in millions)[1]
2025	**7.1**	**$ 147.61**	**$ 1,050**
2024	7.3	$ 144.46	$ 1,050
2023	8.2	$ 115.24	$ 950

[1] Amount excludes excise tax due under the Inflation Reduction Act of 2022.

In March 2026, our Board of Directors approved a new, two-year program to repurchase up to $2.55 billion of the Company's common stock through January 29, 2028.

Refer to Note H: Shareholders' Equity in the Notes to Consolidated Financial Statements for additional information relating to our stock repurchase program.

Dividends

On March 3, 2026, our Board of Directors declared a quarterly cash dividend of $0.4450 per common share, payable on March 31, 2026.

Our Board of Directors declared a cash dividend of $0.4050 per common share in March, May, August, and November 2025. Our Board of Directors declared a cash dividend of $0.3675 per common share in March, May, August, and November 2024, and a cash dividend of $0.3350 per common share in February, May, August, and November 2023.

During fiscal 2025, 2024, and 2023, we paid dividends of $528.1 million, $488.7 million, and $454.8 million, respectively.

Other

Short-term trade credit represents a significant source of financing for our merchandise inventory. Trade credit arises from customary payment terms and trade practices with our vendors. We regularly review the adequacy of credit available to us from all sources and expect to be able to maintain adequate trade credit, bank credit facility, and other credit sources to meet our capital and liquidity requirements.

During fiscal 2025, fiscal 2024, and fiscal 2023, our liquidity and capital requirements were provided by available cash and cash flows from operations.

We ended fiscal 2025 with $4.6 billion of unrestricted cash balances, which were held primarily in overnight money market funds invested in U.S. treasury and government instruments across a highly diversified set of banks and other financial institutions. We also have $1.3 billion available under our 2025 Credit Facility. We estimate that existing cash and cash equivalent balances, cash flows from operations, our 2025 Credit Facility, and trade credit are adequate to meet our operating cash needs and to fund our common stock repurchases, planned capital investments, quarterly dividend payments, and debt repayments, and interest payments for at least the next 12 months.

Contractual Obligations

The table below presents our significant contractual obligations as of January 31, 2026:

($ millions)	Less than 1 year	Greater than 1 year	Total[1]
Recorded contractual obligations:			
Senior notes	$ 500	$ 1,025	$ 1,525
Operating leases	800	3,116	3,916
New York buying office ground lease[2]	7	1,085	1,092
Unrecorded contractual obligations:			
Real estate obligations[3]	11	272	283
Interest payment obligations	37	262	299
Purchase obligations[4]	4,982	52	5,034
Total contractual obligations	$ 6,337	$ 5,812	$ 12,149

[1] We have a $60.3 million liability for unrecognized tax benefits that is included in Other long-term liabilities on our Consolidated Balance Sheets. This liability is excluded from the schedule above as the timing of payments cannot be reasonably estimated.

[2] Our New York buying office building is subject to a 99-year ground lease.

[3] Minimum lease payments for operating leases signed that have not yet commenced.

[4] Purchase obligations primarily consist of merchandise inventory purchase orders and commitments related to transportation, construction projects, information technology services, and store fixtures and supplies.

Supply chain finance program. We facilitate a voluntary supply chain finance program (“SCF program”) to provide certain suppliers with the opportunity to sell their receivables due from us to participating financial institutions at the sole discretion of both the suppliers and the financial institutions. A third-party financial institution administers the SCF program. Our responsibility is limited to making payments on the terms originally negotiated with each supplier, regardless of whether a supplier sells its receivable to a financial institution. We are not a party to the agreements between the participating financial institutions and the suppliers in connection with the SCF program, and we do not receive financial incentives from the suppliers or the financial institutions. We do not provide guarantees under the SCF program, and our rights and obligations to our suppliers are not affected by the SCF program. The range of payment terms negotiated with a supplier is consistent, irrespective of whether a supplier participates in the SCF program.

All outstanding payments owed under the SCF program are recorded within Accounts payable in the Consolidated Balance Sheets. We account for all payments made under the SCF program as a reduction to operating cash flows in Accounts payable within the Consolidated Statements of Cash Flows. The amounts owed to participating financial institutions under the SCF program and included in Accounts payable were $208.2 million and $159.2 million as of January 31, 2026 and February 1, 2025, respectively.

Standby letters of credit and collateral trust. We use standby letters of credit outside of our revolving credit facility and a funded trust to collateralize some of our insurance obligations. As of January 31, 2026 and February 1, 2025, we had $1.0 million and $1.8 million, respectively, in standby letters of credit outstanding. As of January 31, 2026 and February 1, 2025, we had $66.6 million and $63.9 million, respectively, held in a collateral trust. The standby letters of credit are collateralized by restricted cash and the collateral trust consists of restricted cash and cash equivalents.

Other than the unrecorded contractual obligations noted above, we did not have any material off-balance sheet arrangements as of January 31, 2026.

Other

Critical Accounting Estimates

The preparation of our consolidated financial statements requires our management to make estimates and assumptions that affect the reported amounts. These estimates and assumptions are evaluated on an ongoing basis and are based on historical experience and on various other factors that management believes to be reasonable. We believe the following critical accounting estimates describe the more significant judgments and estimates used in the preparation of our consolidated financial statements and are not intended to be a comprehensive list of all of our accounting estimates.

Merchandise inventory. Our merchandise inventory is stated at the lower of cost (determined using a weighted-average basis) or net realizable value. Inventory we purchase can either be shipped to stores or processed as packaway merchandise with the intent that it will be warehoused and released to stores at a later date. Merchandise inventory includes acquisition, transportation, processing, and storage costs. Included in the carrying value of our merchandise inventory is a provision for shortage. The shortage reserve is based on historical shortage rates as determined through our annual physical inventory counts and cycle counts. Historically, our actual physical inventory count results have shown our provision for shortage to be reliable. A five percent change in shortage rates as of January 31, 2026 would not have materially impacted our cost of goods sold in fiscal 2025.

Insurance obligations. We use a combination of insurance and self-insurance for a number of risk management activities, including workers' compensation, general liability, and employee-related health care benefits. Our self-insurance and deductible liability is determined actuarially, based on claims filed and an estimate of claims incurred but not reported. Should a greater amount of claims occur compared to what is estimated or the costs of medical care increase beyond what was anticipated, our recorded reserves may not be sufficient and additional charges could be required. A five percent increase or decrease in our insurance reserves would not have materially impacted our net earnings in fiscal 2025.

Recent Accounting Pronouncements

Refer to Note A: Summary of Significant Accounting Policies in the Notes to Consolidated Financial Statements for a discussion of recent accounting pronouncements and their impact to our Consolidated Financial Statements.

Forward-Looking Statements

Our Annual Report on Form 10-K for fiscal 2025, and information we provide in our Annual Report to Stockholders, press releases, and other investor communications (including those on our corporate website), may contain a number of forward-looking statements regarding, without limitation, projected sales, costs and earnings, planned new store growth and entry into new geographic markets, capital expenditures, liquidity, and other matters. These forward-looking statements reflect our then-current beliefs, plans, and estimates with respect to future events and our projected financial performance, operations, and competitive position. The words “plan,” “expect,” “target,” “anticipate,” “estimate,” “believe,” “forecast,” “projected,” “guidance,” “outlook,” “looking ahead,” and similar expressions identify forward-looking statements.

Future impact from inflation, increases in tariffs on imported goods, interest rate changes, ongoing military conflicts and economic sanctions, extreme weather, public health crises (including pandemics), natural disasters, and other economic, regulatory, consumer spending, and industry trends that could potentially adversely affect our revenue, profitability, operating conditions, and growth are difficult to predict. Our forward-looking statements are subject to risks and uncertainties which could cause our actual results to differ materially from those forward-looking statements and our previous expectations, plans, and projections. Refer to ITEM 1A. RISK FACTORS in this Annual Report on Form 10-K for a more complete discussion of risk factors for Ross and dd's DISCOUNTS. The factors underlying our forecasts and plans are dynamic and subject to change. As a result, any forecasts or forward-looking statements speak only as of the date they are given, and do not necessarily reflect our outlook at any other point in time. We disclaim any obligation to update or revise these forward-looking statements.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We are exposed to market risks, which primarily include changes in interest rates. We do not engage in financial transactions for trading or speculative purposes.

Interest that is payable on our revolving credit facility is based on variable interest rates and is, therefore, affected by changes in market interest rates. As of January 31, 2026, we had no borrowings outstanding under our revolving credit facility.

As of January 31, 2026, we had outstanding five series of unsecured Senior Notes. Interest that is payable on all series of our Senior Notes is based on fixed interest rates, and is therefore unaffected by changes in market interest rates.

We receive interest on our short- and long-term investments. Changes in interest rates may impact interest income recognized in the future, or the fair value of our investment portfolio.

A hypothetical 100 basis point increase or decrease in prevailing market interest rates would not have a material negative impact on our consolidated financial position, results of operations, cash flows, or the fair values of our short- and long-term investments as of and for the year ended January 31, 2026. We do not consider the potential losses in future earnings and cash flows from reasonably possible, near-term changes in interest rates to be material.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

Consolidated Statements of Earnings

	Fiscal Year Ended		
($000, except per share data)	**January 31, 2026**	February 1, 2025	February 3, 2024
Sales	**$ 22,750,559**	$ 21,129,219	$ 20,376,941
Costs and Expenses			
Cost of goods sold	**16,447,256**	15,260,506	14,801,601
Selling, general and administrative	**3,595,946**	3,283,127	3,267,677
Operating income	**2,707,357**	2,585,586	2,307,663
Interest income, net	**(134,800)**	(171,568)	(164,118)
Earnings before taxes	**2,842,157**	2,757,154	2,471,781
Provision for taxes on earnings	**697,113**	666,424	597,261
Net earnings	**$ 2,145,044**	$ 2,090,730	$ 1,874,520
Earnings per share			
Basic	**$ 6.66**	$ 6.36	$ 5.59
Diluted	**$ 6.61**	$ 6.32	$ 5.56
Weighted-average shares outstanding (000)			
Basic	**322,220**	328,593	335,187
Diluted	**324,416**	330,984	337,433

The accompanying notes are an integral part of these consolidated financial statements.

Consolidated Statements of Comprehensive Income

	Fiscal Year Ended		
($000)	**January 31, 2026**	February 1, 2025	February 3, 2024
Net earnings	**$ 2,145,044**	$ 2,090,730	$ 1,874,520
Other comprehensive income	**—**	—	—
Comprehensive income	**$ 2,145,044**	$ 2,090,730	$ 1,874,520

The accompanying notes are an integral part of these consolidated financial statements.

Consolidated Balance Sheets

($000, except share data)		January 31, 2026		February 1, 2025
Assets				
Current Assets				
Cash and cash equivalents	**$**	**4,594,392**	$	4,730,744
Accounts receivable		**181,301**		144,482
Merchandise inventory		**2,630,970**		2,444,513
Prepaid expenses and other		**233,434**		218,957
Total current assets		**7,640,097**		7,538,696
Property and Equipment				
Land and buildings		**1,836,167**		1,493,496
Fixtures and equipment		**5,056,827**		4,521,044
Leasehold improvements		**1,861,160**		1,701,340
Construction-in-progress		**477,290**		807,256
		9,231,444		8,523,136
Less accumulated depreciation and amortization		**5,142,684**		4,730,733
Property and equipment, net		**4,088,760**		3,792,403
Operating lease assets		**3,519,610**		3,294,858
Other long-term assets		**300,270**		279,375
Total assets	**$**	**15,548,737**	$	14,905,332
Liabilities and Stockholders' Equity				
Current Liabilities				
Accounts payable	**$**	**2,386,418**	$	2,126,317
Accrued expenses and other		**666,978**		626,490
Current operating lease liabilities		**727,855**		703,337
Accrued payroll and benefits		**484,407**		462,284
Income taxes payable		**61,779**		43,666
Current portion of long-term debt		**499,743**		699,731
Total current liabilities		**4,827,180**		4,661,825
Long-term debt		**1,017,863**		1,515,080
Non-current operating lease liabilities		**2,966,877**		2,764,281
Other long-term liabilities		**287,947**		267,911
Deferred income taxes		**261,427**		187,040
Commitments and contingencies				
Stockholders' Equity				
Common stock, par value $0.01 per share Authorized 1,000,000,000 shares Issued and outstanding 322,333,000 and 328,813,000 shares, respectively		**3,223**		3,288
Additional paid-in capital		**2,257,354**		2,097,110
Treasury stock		**(799,288)**		(719,410)
Retained earnings		**4,726,154**		4,128,207
Total stockholders' equity		**6,187,443**		5,509,195
Total liabilities and stockholders' equity	**$**	**15,548,737**	$	14,905,332

The accompanying notes are an integral part of these consolidated financial statements.

Consolidated Statements of Stockholders' Equity

(000)	Common stock Shares	Common stock Amount	Additional paid-in capital	Treasury stock	Retained earnings	Total
Balance at January 28, 2023	342,753	$ 3,428	$ 1,820,249	$ (584,750)	$ 3,049,656	$ 4,288,583
Net earnings	—	—	—	—	1,874,520	1,874,520
Common stock issued under stock plans, net of shares used for tax withholding	662	7	24,893	(48,568)	—	(23,668)
Stock-based compensation	—	—	145,490	—	—	145,490
Common stock repurchased, inclusive of excise tax	(8,243)	(83)	(38,007)	—	(920,695)	(958,785)
Dividends declared ($1.34 per share)	—	—	—	—	(454,814)	(454,814)
Balance at February 3, 2024	335,172	$ 3,352	$ 1,952,625	$ (633,318)	$ 3,548,667	$ 4,871,326
Net earnings	—	—	—	—	2,090,730	2,090,730
Common stock issued under stock plans, net of shares used for tax withholding	910	9	25,076	(86,092)	—	(61,007)
Stock-based compensation	—	—	156,298	—	—	156,298
Common stock repurchased, inclusive of excise tax	(7,269)	(73)	(36,889)		(1,022,469)	(1,059,431)
Dividends declared ($1.47 per share)	—	—	—	—	(488,721)	(488,721)
Balance at February 1, 2025	328,813	$ 3,288	$ 2,097,110	$ (719,410)	$ 4,128,207	$ 5,509,195
Net earnings	—	—	—	—	2,145,044	2,145,044
Common stock issued under stock plans, net of shares used for tax withholding	634	6	25,324	(79,878)	—	(54,548)
Stock-based compensation	—	—	175,354	—	—	175,354
Common stock repurchased, inclusive of excise tax	(7,114)	(71)	(40,434)	—	(1,019,012)	(1,059,517)
Dividends declared ($1.62 per share)	—	—	—	—	(528,085)	(528,085)
Balance at January 31, 2026	**322,333**	**$ 3,223**	**$ 2,257,354**	**$ (799,288)**	**$ 4,726,154**	**$ 6,187,443**

The accompanying notes are an integral part of these consolidated financial statements.

Consolidated Statements of Cash Flows

	Fiscal Year Ended		
($000)	**January 31, 2026**	February 1, 2025	February 3, 2024
Cash Flows From Operating Activities			
Net earnings	**$ 2,145,044**	$ 2,090,730	$ 1,874,520
Adjustments to reconcile net earnings to net cash provided by operating activities:			
Depreciation and amortization	**509,391**	446,788	419,432
Stock-based compensation	**175,354**	156,298	145,490
Gain on sale of property	**—**	(61,575)	—
Deferred income taxes	**74,387**	(9,198)	(20,821)
Change in assets and liabilities:			
Merchandise inventory	**(186,457)**	(252,293)	(168,725)
Other current assets	**(47,382)**	(27,319)	(2,261)
Accounts payable	**285,244**	154,664	(65,327)
Other current liabilities	**50,784**	(123,556)	296,980
Income taxes	**17,161**	(27,457)	22,931
Operating lease assets and liabilities, net	**2,362**	12,627	8,330
Other long-term, net	**995**	(2,721)	3,941
Net cash provided by operating activities	**3,026,883**	2,356,988	2,514,490
Cash Flows From Investing Activities			
Additions to property and equipment	**(819,275)**	(720,104)	(762,812)
Proceeds from sale of property	**—**	82,642	—
Net cash used in investing activities	**(819,275)**	(637,462)	(762,812)
Cash Flows From Financing Activities			
Issuance of common stock related to stock plans	**25,330**	25,085	24,900
Treasury stock purchased	**(79,878)**	(86,092)	(48,568)
Repurchase of common stock	**(1,050,021)**	(1,049,979)	(949,996)
Excise tax paid on repurchase of common stock	**(9,443)**	(8,798)	—
Dividends paid	**(528,085)**	(488,721)	(454,814)
Payment of long-term debt	**(700,000)**	(250,000)	—
Net cash used in financing activities	**(2,342,097)**	(1,858,505)	(1,428,478)
Net (decrease) increase in cash, cash equivalents, and restricted cash and cash equivalents	**(134,489)**	(138,979)	323,200
Cash and cash equivalents, and restricted cash and cash equivalents:			
Beginning of year	**4,796,462**	4,935,441	4,612,241
End of year	**$ 4,661,973**	$ 4,796,462	$ 4,935,441
Supplemental Cash Flow Disclosures			
Interest paid	**$ 55,778**	$ 80,316	$ 80,316
Income taxes paid, net	**$ 605,565**	$ 703,079	$ 595,152

The accompanying notes are an integral part of these consolidated financial statements.

Notes to Consolidated Financial Statements

Note A: Summary of Significant Accounting Policies

Business. Ross Stores, Inc. and its subsidiaries (the “Company”) is an off-price retailer of first-quality, in-season, brand name and designer apparel, accessories, footwear, and home fashions for the entire family. At the end of fiscal 2025, the Company operated 1,904 Ross Dress for Less® (“Ross”) locations in 44 states, the District of Columbia, Guam, and Puerto Rico and 363 dd’s DISCOUNTS® stores in 22 states. The Ross and dd’s DISCOUNTS stores are supported by the Company’s headquarters, buying offices, and its network of distribution centers and warehouses.

Basis of presentation and fiscal year. The consolidated financial statements include the accounts of the Company and its subsidiaries, all of which are wholly-owned. Intercompany transactions and accounts have been eliminated. The Company follows the National Retail Federation fiscal calendar and utilizes a 52-53 week fiscal year whereby the fiscal year ends on the Saturday nearest to January 31. The fiscal years ended January 31, 2026, February 1, 2025, and February 3, 2024 are referred to as fiscal 2025, fiscal 2024, and fiscal 2023, respectively. Fiscal 2025 and 2024 were each 52-week years. Fiscal 2023 was a 53-week year.

Use of accounting estimates. The preparation of consolidated financial statements in conformity with Generally Accepted Accounting Principles in the United States of America (“GAAP”) requires the Company to make estimates and assumptions that affect the reported amounts of assets, liabilities, and disclosures of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ materially from the Company’s estimates. The Company’s significant accounting estimates include valuation reserves for inventory, packaway and other inventory carrying costs, useful lives of fixed assets, insurance reserves, reserves for uncertain tax positions, and legal claims.

Segment reporting. The Company has one reportable segment. Refer to Note I: Segment Reporting for additional information.

Cash and cash equivalents. Cash equivalents consist of highly liquid, fixed income instruments purchased with an original maturity of three months or less. The institutions where these instruments are held could potentially subject the Company to concentrations of credit risk. The Company manages its risk associated with these instruments by primarily holding its cash and cash equivalents across a highly diversified set of banks and other financial institutions.

Restricted cash and cash equivalents. Restricted cash and cash equivalents serve as collateral for certain insurance obligations. These restricted funds are invested in bank deposits, money market mutual funds, and U.S. Government and agency securities and cannot be withdrawn from the Company’s account without the prior written consent of the secured parties. The classification between current and long-term is based on the timing of expected payments of the obligations.

The Company uses standby letters of credit in addition to a funded trust to collateralize certain insurance obligations. The standby letters of credit are collateralized by restricted cash. As of January 31, 2026, February 1, 2025, and February 3, 2024, the Company had $1.0 million, $1.8 million, and $2.2 million, respectively, in standby letters of credit outstanding. As of January 31, 2026, February 1, 2025, and February 3, 2024, the Company had $66.6 million, $63.9 million, and $60.8 million, respectively, in a collateral trust.

The following table provides a reconciliation of cash, cash equivalents, and restricted cash and cash equivalents in the Consolidated Balance Sheets, that reconcile to the amounts shown on the Consolidated Statements of Cash Flows:

($000)	**2025**	2024	2023
Cash and cash equivalents	**$ 4,594,392**	$ 4,730,744	$ 4,872,446
Restricted cash and cash equivalents included in:			
Prepaid expenses and other	**20,950**	17,087	14,489
Other long-term assets	**46,631**	48,631	48,506
Total restricted cash and cash equivalents	**67,581**	65,718	62,995
Total cash and cash equivalents, and restricted cash and cash equivalents	**$ 4,661,973**	$ 4,796,462	$ 4,935,441

Estimated fair value of financial instruments. The carrying value of cash and cash equivalents, restricted cash and cash equivalents, accounts receivable, other long-term assets, accounts payable, and other long-term liabilities approximates their estimated fair value. Refer to Note B: Fair Value Measurements and Note D: Debt for additional information.

Merchandise inventory. Merchandise inventory is stated at the lower of cost (determined using a weighted-average basis) or net realizable value. Inventory purchased by the Company can either be shipped to stores or processed as packaway merchandise with the intent that it will be warehoused and released to stores at a later date. Merchandise inventory includes acquisition, transportation, processing, and storage costs. The timing of the release of packaway inventory to the stores is principally driven by the product mix, seasonality of the merchandise, and its relation to the Company's store merchandise assortment plans. As such, the aging of packaway varies by merchandise category and seasonality of purchase, but typically packaway remains in storage less than six months. Included in the carrying value of the Company's merchandise inventory is a provision for shortage. The shortage reserve is based on historical shortage rates as determined through our annual physical merchandise inventory counts and cycle counts.

Property and equipment. Property and equipment are stated at cost, less accumulated depreciation and amortization. Depreciation is calculated using the straight-line method over the estimated useful life of the asset, typically ranging from three years to 12 years for equipment, 20 years to 40 years for land improvements and buildings, and three years to seven years for computer software costs incurred in developing or obtaining software for internal use. The cost of leasehold improvements is amortized over the useful life of the asset or the applicable lease term, whichever is less. The Company capitalizes interest during the construction period of facilities and during the development and implementation phase of software projects. Interest capitalized was $12.7 million, $19.4 million, and $12.1 million in fiscal 2025, 2024, and 2023, respectively.

As of January 31, 2026, February 1, 2025, and February 3, 2024, the Company had $72.1 million, $85.4 million, and $78.2 million, respectively, of property and equipment purchased but not yet paid. These purchases are included in Property and Equipment and the related liabilities are included in Accounts payable and Accrued expenses and other in the accompanying Consolidated Balance Sheets.

In fiscal 2024, the Company completed the sale of a packaway warehouse facility and recognized a pre-tax gain on sale of $61.6 million which was included within Selling, general and administrative on the Consolidated Statements of Earnings. Cash proceeds from the sale of the facility were $82.6 million.

Depreciation and amortization expense on property and equipment for fiscal 2025, 2024, and 2023 were as follows:

($000)	**2025**	2024	2023
Depreciation and amortization expense	**$ 509,391**	$ 446,788	$ 419,432

Other long-term assets. Other long-term assets as of January 31, 2026 and February 1, 2025 consisted of the following:

($000)	2025	2024
Deferred compensation (Note G)	**$ 218,654**	$ 196,786
Restricted cash and cash equivalents	**46,631**	48,631
Other	**34,985**	33,958
Total	**$ 300,270**	$ 279,375

Impairment of long-lived assets. Property and other long-term assets that are subject to depreciation and amortization are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable based on estimated undiscounted future cash flows. For stores that are closed, the Company records an impairment charge, if appropriate, or accelerates depreciation over the revised useful life of the asset. Intangible assets that are not subject to amortization, including goodwill, are tested for impairment annually or more frequently if events or changes in circumstances indicate that the asset may be impaired. No material impairment charges were recorded during fiscal 2025, 2024, and 2023.

Accounts payable. Accounts payable represents amounts owed to third parties at the end of the period. Accounts payable includes book cash overdrafts (checks issued under zero balance accounts not yet presented for payment) in excess of cash balances in such accounts of approximately $74.3 million and $71.3 million at January 31, 2026 and February 1, 2025, respectively. The Company includes the change in book cash overdrafts in operating cash flows.

Supply chain finance program. The Company facilitates a voluntary supply chain finance program ("SCF program") to provide certain suppliers with the opportunity to sell their receivables due from the Company to participating financial institutions at the sole discretion of both the suppliers and the financial institutions. A third-party financial institution administers the SCF program. The Company's responsibility is limited to making payments on the terms originally negotiated with each supplier, regardless of whether a supplier sells its receivable to a financial institution. The Company is not a party to the agreements between the participating financial institutions and the suppliers in connection with the SCF program, and the Company does not receive financial incentives from the suppliers or the financial institutions. The Company does not provide guarantees under the SCF program, and the Company's rights and obligations to its suppliers are not affected by the SCF program. The range of payment terms negotiated with a supplier is consistent, irrespective of whether a supplier participates in the SCF program.

All outstanding payments owed under the SCF program are recorded within Accounts payable in the Consolidated Balance Sheets. The Company accounts for all payments made under the SCF program as a reduction to operating cash flows in Accounts payable within the Consolidated Statements of Cash Flows. The amounts owed to participating financial institutions under the SCF program and included in Accounts payable were $208.2 million and $159.2 million as of January 31, 2026 and February 1, 2025, respectively.

The following table is a reconciliation of the outstanding obligations confirmed as valid under the Company's SCF program for fiscal 2025 and 2024:

($000)	2025	2024
Confirmed obligations outstanding at the beginning of the year	**$ 159,209**	$ 146,937
Invoices confirmed during the year	**939,881**	856,294
Confirmed invoices paid during the year	**(890,914)**	(844,022)
Confirmed obligations outstanding at the end of the year	**$ 208,176**	$ 159,209

Insurance obligations. The Company uses a combination of insurance and self-insurance for a number of risk management activities, including workers' compensation, general liability, and employee-related health care benefits. The self-insurance and deductible liability is determined actuarially, based on claims filed and an estimate of claims incurred but not yet reported. Self-insurance and deductible reserves as of January 31, 2026 and February 1, 2025 consisted of the following:

($000)		**2025**		2024
Workers' compensation	**$**	**75,109**	$	70,747
General liability		**59,434**		58,460
Medical plans		**9,507**		7,938
Total	**$**	**144,050**	$	137,145

Workers' compensation and self-insured medical plan liabilities are included in Accrued payroll and benefits, and accruals for general liability are included in Accrued expenses and other in the accompanying Consolidated Balance Sheets.

Other long-term liabilities. Other long-term liabilities as of January 31, 2026 and February 1, 2025 consisted of the following:

($000)		**2025**		2024
Deferred compensation (Note G)	**$**	**218,654**	$	196,786
Income taxes (Note F)		**60,340**		61,292
Other		**8,953**		9,833
Total	**$**	**287,947**	$	267,911

Lease accounting. As the Company's leases generally do not provide an implicit discount rate, the Company uses the estimated collateralized incremental borrowing rate based on information available at the lease commencement date in determining the present value of lease payments for use in the calculation of the operating lease liabilities and right-of-use assets. This rate is determined using a portfolio approach based on the risk-adjusted rate of interest and requires estimates and assumptions including credit rating, credit spread, and adjustments for the impact of collateral. The Company believes that this is the rate it would have to pay to borrow an amount equal to the lease payments on a collateralized basis over a similar lease term. Operating lease liabilities and corresponding right-of-use assets include options to extend lease terms that are reasonably certain of being exercised. The Company does not record a lease liability and corresponding right-of-use asset for leases with terms of 12 months or less and accounts for lease and non-lease components as a single lease component. The Company's lease portfolio is comprised of operating leases with the lease cost recorded on a straight-line basis over the lease term. Refer to Note E: Leases for additional information.

Revenue recognition. The Company recognizes revenue at the point of sale, net of sales taxes collected and an allowance for estimated future returns. The Company recognizes allowances for estimated sales returns on a gross basis as a reduction to sales. The liability recorded for refunds due to customers was $25.2 million, $24.1 million, and $23.7 million as of January 31, 2026, February 1, 2025, and February 3, 2024, respectively. The asset recorded for the expected recovery of merchandise inventory was $12.8 million, $12.4 million, and $12.1 million as of January 31, 2026, February 1, 2025, and February 3, 2024, respectively. Sales taxes collected that are outstanding and the allowance for estimated future returns are included in Accrued expenses and other, and the asset for expected recovery of merchandise is included in Prepaid expenses and other in the Consolidated Balance Sheets.

Sales of stored value cards are deferred until they are redeemed for the purchase of Company merchandise. The Company's stored value cards do not have expiration dates. Based upon historical redemption rates, a small percentage of stored value cards will never be redeemed, which represents breakage. Breakage is estimated and recognized as revenue based upon the historical pattern of customer redemptions. Breakage was not material to the consolidated financial statements in fiscal 2025, 2024, and 2023.

The following sales mix table disaggregates revenue by merchandise category for fiscal 2025, 2024, and 2023:

	2025	2024	2023
Home Accents and Bed and Bath	**26%**	26%	26%
Ladies	**22%**	22%	23%
Men's	**15%**	16%	15%
Accessories, Lingerie, Fine Jewelry, and Cosmetics	**15%**	15%	15%
Shoes	**13%**	12%	13%
Children's	**9%**	9%	8%
Total	**100%**	100%	100%

Cost of goods sold. In addition to product costs, the Company includes in cost of goods sold its buying, distribution, and freight expenses, as well as occupancy costs and depreciation and amortization related to the Company's retail stores, buying, and distribution facilities. Buying expenses include costs to procure merchandise inventories. Distribution expenses include the cost of operating the Company's distribution centers, warehouses, and cross-dock facilities.

Store pre-opening. Store pre-opening costs are expensed in the period incurred.

Advertising. Advertising costs are expensed in the period incurred and are included in Selling, general and administrative expenses. Advertising costs for fiscal 2025, 2024, and 2023 were $82.0 million, $70.2 million, and $67.7 million, respectively.

Stock-based compensation. The Company recognizes compensation expense based upon the grant date fair value of all stock-based awards, typically over the vesting period. Refer to Note C: Stock-Based Compensation for more information on the Company's stock-based compensation plans.

Interest income, net. Interest income, net primarily includes interest income, capitalized interest, interest expense on long-term debt, and other interest expense.

The table below shows the components of interest income, net for fiscal 2025, 2024, and 2023:

($000)	**2025**	2024	2023
Interest income	**$ (172,742)**	$ (234,955)	$ (238,207)
Capitalized interest	**(12,748)**	(19,447)	(12,106)
Other interest expense	**1,554**	1,571	1,599
Interest expense on long-term debt	**49,136**	81,263	84,596
Interest income, net	**$ (134,800)**	$ (171,568)	$ (164,118)

Taxes on earnings. The Company accounts for income taxes in accordance with the Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 740, *Accounting for Income Taxes*, which requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been recognized in the Company's consolidated financial statements or tax returns. In estimating future tax consequences, the Company generally considers all expected future events other than changes in the tax law or tax rates. ASC 740 clarifies the criteria that an individual tax position must satisfy for some or all of the benefits of that position to be recognized in a company's consolidated financial statements. ASC 740 prescribes a recognition threshold of more-likely-than-not and a measurement standard for all tax positions taken or expected to be taken on a tax return in order for those tax positions to be recognized in the consolidated financial statements. Refer to Note F: Taxes on Earnings for additional information.

Treasury stock. The Company records treasury stock at cost. Treasury stock includes shares purchased from employees for tax withholding purposes related to vesting of equity plan awards.

Earnings per share. The Company computes and reports both basic earnings per share ("EPS") and diluted EPS. Basic EPS is computed by dividing net earnings by the weighted-average number of common shares outstanding for the period. Diluted EPS is computed by dividing net earnings by the sum of the weighted-average number of common shares and dilutive common stock equivalents outstanding during the period. Diluted EPS reflects the total potential dilution that could occur from outstanding equity plan awards and unvested shares of both performance and non-performance based awards of restricted stock and restricted stock units.

Shares are excluded from the calculation of diluted EPS if their effect would have been anti-dilutive to the calculation of diluted EPS. In fiscal 2025, 2024, and 2023 approximately 15,300, 49,600, and 200 weighted-average shares were excluded from the calculation of diluted EPS, respectively.

The following is a reconciliation of the number of shares (denominator) used in the basic and diluted EPS computations:

Shares in (000s)	Basic EPS	Effect of dilutive common stock equivalents	Diluted EPS
2025			
Shares	**322,220**	**2,196**	**324,416**
Amount	**$ 6.66**	**$ (0.05)**	**$ 6.61**
2024			
Shares	328,593	2,391	330,984
Amount	$ 6.36	$ (0.04)	$ 6.32
2023			
Shares	335,187	2,246	337,433
Amount	$ 5.59	$ (0.03)	$ 5.56

Recently adopted accounting standards. In December 2023, the FASB issued Accounting Standards Update ("ASU") 2023-09, *Income Taxes (Topic 740): Improvements to Income Tax Disclosures*. The ASU is intended to enhance the transparency and decision usefulness of income tax disclosures. It requires the Company to disclose disaggregated jurisdictional and categorical information for the tax rate reconciliation and the amount of income taxes paid as well as additional income tax related amounts. The Company adopted ASU 2023-09 for the fiscal year ended January 31, 2026 on a prospective basis. The adoption of the standard did not have a material impact on the Company's consolidated financial statements.

Recently issued accounting standards. In November 2024, the FASB issued ASU 2024-03, *Income Statement—Reporting Comprehensive Income—Expense Disaggregation Disclosures (Subtopic 220-40)*: *Disaggregation of Income Statement Expenses*. The ASU is intended to enhance transparency of income statement disclosures primarily through additional disaggregation of relevant expense captions. The standard is effective for annual reporting periods beginning after December 15, 2026, and interim periods within annual reporting periods beginning after December 15, 2027, with prospective or retrospective application permitted. The Company is currently evaluating the impact of this guidance on its disclosures in the consolidated financial statements.

Note B: Fair Value Measurements

FASB ASC 820, *Fair Value Measurement*, establishes a three-tier fair value hierarchy that prioritizes the inputs used in measuring fair value. The inputs used to measure fair value include: Level 1, observable inputs such as quoted prices in active markets; Level 2, inputs other than quoted prices in active markets that are either directly or indirectly observable; and Level 3, unobservable inputs in which little or no market data exists. This fair value hierarchy requires the Company to develop its own assumptions, maximize the use of observable inputs, and minimize the use of unobservable inputs when measuring fair value.

The underlying assets held in Cash and cash equivalents, and restricted cash and cash equivalents include bank deposits, money market mutual funds, and U.S. Government and agency securities for which the fair value is determined using quoted prices for identical assets in active markets, which are considered Level 1 inputs. The fair values of Cash and cash equivalents, and restricted cash and cash equivalents as of January 31, 2026 and February 1, 2025 are as follows:

($000)		**2025**		2024
Cash and cash equivalents (Level 1)	**$**	**4,594,392**	$	4,730,744
Restricted cash and cash equivalents (Level 1)	**$**	**67,581**	$	65,718

The underlying assets in the Company's nonqualified deferred compensation program are included in Other long-term assets and Other long-term liabilities on the Consolidated Balance Sheets. As of January 31, 2026, the underlying assets consisted of participant-directed mutual funds (Level 1) and fixed-income securities (Level 2). The mutual funds all have quoted market prices in active markets and are classified as Level 1. The fixed-income securities are measured at contract value, which represents the amount available to participants upon withdrawal and are classified as Level 2. As of February 1, 2025, the underlying assets primarily consisted of participant-directed mutual funds that had quoted market prices in active markets and were classified as Level 1.

The fair value of the Company's nonqualified deferred compensation program assets as of January 31, 2026 and February 1, 2025 are as follows:

($000)		**2025**		2024
Mutual funds (Level 1)	**$**	**181,532**	$	196,786
Fixed-income securities (Level 2)		**37,122**		—
Total	**$**	**218,654**	$	196,786

Note C: Stock-Based Compensation

On May 17, 2017, the Company's stockholders approved the Ross Stores, Inc. 2017 Equity Incentive Plan (the "2017 Plan"). The 2017 Plan had an initial share reserve of 12.0 million shares of the Company's common stock, which could be increased by a maximum of 5.5 million shares from certain expired, withheld, or forfeited shares from the 2017 Plan or the predecessor plan. The 2017 Plan provides for various types of incentive awards, which may potentially include the grant of stock options, stock appreciation rights, restricted stock purchase rights, restricted stock bonuses, restricted stock units, performance shares, performance units, and deferred compensation awards.

Restricted stock. The Company grants shares of restricted stock and restricted stock units to directors, officers, and key employees. The fair value of shares of restricted stock and restricted stock units at the date of grant is amortized to expense over the vesting period of generally three to five years.

Performance awards. The Company has a performance share award program for senior executives. A performance share award represents a right to receive shares of restricted stock on a specified settlement date based on the Company's attainment of a performance goal during the performance period, which is the Company's fiscal year. If attained, the restricted stock then vests over a service period, generally three years from the date the performance award was granted.

In fiscal 2024, the Company also granted a performance-conditioned restricted stock unit award ("PRSU") in connection with the hiring of its new CEO. The PRSU is subject to vesting based on both service and market-based conditions, over a period that ends in March 2029. The fair value of the PRSU on the grant date was $6.9 million, determined using a Monte Carlo simulation model, and will be amortized to expense over the service period.

Restricted stock awards and performance awards (including the PRSU) are collectively referred to as stock awards.

A summary of stock awards activity for fiscal 2025 is presented below:

	Number of shares (000)		Weighted-average grant date fair value
Unvested at February 1, 2025	4,157	$	117.02
Awarded	1,222		139.63
Released	(1,406)		113.65
Forfeited	(159)		120.05
Unvested at January 31, 2026	**3,814**	**$**	**125.38**

All unvested shares at January 31, 2026, with the exception of the PRSU shares, are only subject to service vesting conditions. The 51,164 PRSU shares awarded in fiscal 2024 all remain unvested as of January 31, 2026. The weighted-average grant date fair value of the PRSU shares was $135.83.

The unamortized stock award compensation expense at January 31, 2026 and February 1, 2025 was $209.9 million and $229.3 million, respectively, which are expected to be recognized over a weighted-average remaining period of 1.5 years and 1.7 years, respectively. Intrinsic value for unvested stock awards, defined as the closing market value per share on the last business day of fiscal year 2025 (or $188.65), applied to the unvested shares was $719.5 million. A total of 6.8 million, 7.3 million, and 7.8 million shares were available under the 2017 Plan for new stock awards at the end of fiscal 2025, 2024, and 2023, respectively.

Employee Stock Purchase Plan. Under the Employee Stock Purchase Plan ("ESPP"), eligible employees participating in the quarterly offering period can choose to have up to the lesser of 10% of their annual base earnings or the IRS annual share purchase limit of $25,000 in aggregate market value to purchase the Company's common stock. The purchase price of the stock is 85% of the closing market price on the date of purchase. Purchases occur on a quarterly basis (on the last trading day of each calendar quarter). The Company recognizes expense for ESPP purchase rights equal to the value of the 15% discount given on the purchase date.

During fiscal 2025, 2024, and 2023, employees purchased approximately 0.2 million, 0.2 million, and 0.3 million shares, respectively, of the Company's common stock under the plan at weighted-average per share prices of $122.71, $126.18, and $98.86, respectively. Through January 31, 2026, approximately 41.7 million shares had been issued under this plan and 3.3 million shares remained available for future issuance.

For fiscal 2025, 2024, and 2023, the Company recognized stock-based compensation expense as follows:

($000)		**2025**		2024		2023
Restricted stock	**$**	**103,202**	$	92,837	$	92,511
Performance awards		**67,681**		59,033		48,584
Employee stock purchase plan		**4,471**		4,428		4,395
Total	**$**	**175,354**	$	156,298	$	145,490

Capitalized stock-based compensation cost was not material in any year presented.

Total stock-based compensation recognized in the Company's Consolidated Statements of Earnings for fiscal 2025, 2024, and 2023 is as follows:

Statements of Earnings Classification ($000)		**2025**		2024		2023
Cost of goods sold	**$**	**73,513**	$	73,901	$	76,301
Selling, general and administrative		**101,841**		82,397		69,189
Total	**$**	**175,354**	$	156,298	$	145,490

The tax benefits related to stock-based compensation expense for fiscal 2025, 2024, and 2023 were $28.2 million, $29.6 million, and $29.6 million, respectively.

Note D: Debt

Long-term debt. Unsecured senior debt (the "Senior Notes"), net of unamortized discounts and debt issuance costs, as of January 31, 2026 and February 1, 2025 consisted of the following:

($000)		**2025**		2024
4.600% Senior Notes due 2025		**—**		699,731
0.875% Senior Notes due 2026		**499,743**		498,503
4.700% Senior Notes due 2027		**241,230**		240,778
4.800% Senior Notes due 2030		**133,134**		132,953
1.875% Senior Notes due 2031		**496,962**		496,390
5.450% Senior Notes due 2050		**146,537**		146,456
Total long-term debt[1]	**$**	**1,517,606**	$	2,214,811
Less: current portion	**$**	**499,743**	$	699,731
Total due beyond one year	**$**	**1,017,863**	$	1,515,080

[1] Net of unamortized discount and debt issuance costs of $7.4 million and $10.2 million as of January 31, 2026 and February 1, 2025, respectively.

Interest on all Senior Notes is payable semi-annually and the Senior Notes are subject to prepayment penalties for early payment of principal.

In April 2025, the Company repaid at maturity the $700 million principal amount of the 4.600% Senior Notes.

The aggregate fair value of the remaining five outstanding series of Senior Notes was approximately $1.5 billion as of January 31, 2026. The aggregate fair value of the six outstanding series of Senior Notes was approximately $2.1 billion as of February 1, 2025. The fair value is estimated by obtaining comparable market quotes which are considered to be Level 1 inputs under the fair value measurements and disclosures guidance.

The following table shows scheduled annual principal payments on long-term debt:

($000)		
2026	$	500,000
2027	$	241,786
2030	$	133,933
Thereafter	$	649,272

Revolving credit facilities. In June 2025, the Company entered into a $1.3 billion senior unsecured revolving credit facility (the "2025 Credit Facility"), which replaced its previous $1.3 billion unsecured credit facility. The 2025 Credit Facility expires in June 2030 and may be extended at the Company's request for up to two additional one-year periods subject to customary conditions. The 2025 Credit Facility contains a $300 million sublimit for issuance of standby letters of credit. It also contains an option allowing the Company to increase the size of its Credit Facility by up to an additional $700 million, with the agreement of the committing lenders. Interest on borrowings under this Credit Facility is a term rate based on the Secured Overnight Financing Rate ("Term SOFR") (or an alternate benchmark rate, if Term SOFR is no longer available) plus an applicable margin, and is payable quarterly and upon maturity.

The 2025 Credit Facility is subject to a quarterly Consolidated Adjusted Debt to Consolidated EBITDAR financial leverage ratio covenant. As of January 31, 2026, the Company was in compliance with the financial covenant, had no borrowings or standby letters of credit outstanding under the Credit Facility, and the $1.3 billion Credit Facility remained in place and available.

Note E: Leases

The Company currently leases its store locations with original, non-cancelable terms that in general range from three years to ten years. Store leases typically contain provisions for three to four renewal options of five years each. The exercise of lease renewal options is at the sole discretion of the Company. Most store leases also provide for minimum annual rentals and for payment of variable lease costs. In addition, some store leases also have provisions for additional rent based on a percentage of sales ("percentage rent") and others include rental payments adjusted periodically for inflation. The Company's lease agreements do not contain any material residual guarantees or material restrictive covenants. The Company does not have any financing leases.

The Company leases certain distribution/warehouse facilities with expiration dates ranging from 2027 to 2031 and the majority contain renewal provisions. The Company also leases office space for its Los Angeles and Boston buying offices. The lease terms for these facilities expire in 2027 and 2028, respectively. The Los Angeles and Boston buying office facilities contain renewal provisions. In addition, the Company has a ground lease related to its New York buying office.

The following table presents net operating lease cost included in the Consolidated Statement of Earnings for fiscal 2025, 2024, and 2023:

($000)		**2025**		2024		2023
Operating lease cost[1]	**$**	**843,374**	$	800,834	$	760,268
Variable lease costs[2]		**261,306**		246,315		219,526
Net lease cost[3]	**$**	**1,104,680**	$	1,047,149	$	979,794

[1] Net of sublease income which was immaterial.

[2] Includes property and rent taxes, insurance, common area maintenance, percentage rent, and negotiated rent abatements.

[3] Excludes short-term lease costs which were immaterial.

The maturity of operating lease liabilities, including the ground lease related to the New York buying office as of January 31, 2026, are as follows:

($000)		**Operating Leases[1]**
2026	$	807,211
2027		846,485
2028		719,092
2029		542,631
2030		397,727
Thereafter		1,694,931
Total lease payments	$	5,008,077
Less: interest		1,313,345
Present value of lease liabilities	$	3,694,732
Less: current operating lease liabilities		727,855
Non-current operating lease liabilities	$	2,966,877

[1] Operating leases exclude $282.7 million of minimum lease payments for leases signed that have not yet commenced.

The weighted-average remaining lease term and the weighted-average discount rate for operating leases as of January 31, 2026 and February 1, 2025 are as follows:

	2025	2024
Weighted-average remaining lease term (years):		
Including the long-term ground lease related to the New York buying office	**9.4**	9.6
Excluding the long-term ground lease related to the New York buying office	**5.5**	5.5
Weighted-average discount rate:		
Including the long-term ground lease related to the New York buying office	**4.5%**	4.2%
Excluding the long-term ground lease related to the New York buying office	**4.4%**	4.1%

The following table presents cash paid for amounts included in the measurement of operating lease liabilities and operating lease assets obtained in exchange for operating lease liabilities (includes new leases and remeasurements or modifications of existing leases) for fiscal 2025, 2024, and 2023:

($000)	**2025**	2024	2023
Cash paid for amounts included in the measurement of operating lease liabilities	**$ 826,392**	$ 789,211	$ 746,254
Operating lease assets obtained in exchange for operating lease liabilities	**$ 925,067**	$ 841,891	$ 682,580

Note F: Taxes on Earnings

The provision for income taxes for fiscal 2025, 2024, and 2023 consisted of the following:

($000)	**2025** [1]	2024	2023
Current			
Federal	**$ 508,923**	$ 580,253	$ 532,913
State	**113,803**	95,369	85,169
	622,726	675,622	618,082
Deferred			
Federal	**68,901**	(7,016)	(16,265)
State	**5,486**	(2,182)	(4,556)
	74,387	(9,198)	(20,821)
Total	**$ 697,113**	$ 666,424	$ 597,261

[1] Foreign income taxes were not material to the consolidated financial statements in fiscal 2025.

The provision for taxes for financial reporting purposes is different from the tax provision computed by applying the U.S. federal statutory income tax rate. For fiscal 2025, 2024, and 2023, the differences are reconciled in the tables below:

($000)	2025	
	Amount	**Percent**
Federal income taxes at the statutory rate	**$ 596,853**	21.0%
State and local income taxes, net of federal income tax effect[1]	**94,238**	3.3%
Other adjustments	**6,022**	0.2%
Total	**$ 697,113**	24.5%

[1] State taxes in California contributed to the majority of the tax effect in this category.

	2024	2023
Federal income taxes at the statutory rate	21.0%	21.0%
State and local income taxes, net of federal income tax effect, and other	3.2%	3.2%
Total	24.2%	24.2%

The components of deferred taxes at January 31, 2026 and February 1, 2025 are as follows:

($000)	**2025**	2024
Deferred Tax Assets		
Accrued liabilities	**$ 33,414**	$ 32,819
Deferred compensation	**48,790**	45,689
Stock-based compensation	**51,814**	53,995
State taxes and credits	**20,618**	20,534
Employee benefits	**34,156**	29,549
Operating lease liabilities	**923,093**	870,577
Other	**9,056**	9,633
Gross Deferred Tax Assets	**1,120,941**	1,062,796
Less: Valuation allowance	**(116)**	(583)
Deferred Tax Assets	**1,120,825**	1,062,213
Deferred Tax Liabilities		
Depreciation and amortization	**(441,213)**	(364,320)
Merchandise inventory	**(24,977)**	(26,004)
Supplies	**(15,866)**	(14,873)
Operating lease assets	**(878,287)**	(826,425)
Other	**(21,909)**	(17,631)
Deferred Tax Liabilities	**(1,382,252)**	(1,249,253)
Net Deferred Tax Liabilities	**$ (261,427)**	$ (187,040)

At the end of fiscal 2025 and 2024, the Company's state tax credit carryforwards for income tax purposes were approximately $8.6 million and $9.6 million, respectively. The state tax credit carryforwards will begin to expire in fiscal 2032. As of January 31, 2026 and February 1, 2025, the Company has provided a valuation allowance of $0.1 million and $0.6 million, respectively, for deferred tax assets related to state tax credits that are not expected to be realized.

The changes in amounts of unrecognized tax benefits (gross of federal tax benefits and excluding interest and penalties) at fiscal 2025, 2024, and 2023 are as follows:

($000)		2025		2024		2023
Unrecognized tax benefits - beginning of year	**$**	**54,291**	$	52,379	$	53,544
Gross increases:						
Tax positions in current period		**12,159**		13,100		13,206
Tax positions in prior period		**2,516**		1,163		2,295
Gross decreases:						
Tax positions in prior periods		**(426)**		(3,405)		(4,366)
Lapse of statutes of limitations		**(13,059)**		(8,820)		(11,148)
Settlements		**(1,382)**		(126)		(1,152)
Unrecognized tax benefits - end of year	**$**	**54,099**	$	54,291	$	52,379

At the end of fiscal 2025, 2024, and 2023, the reserves for unrecognized tax benefits were $61.3 million, $62.2 million, and $58.6 million inclusive of $7.2 million, $7.9 million, and $6.2 million of related reserves for interest and penalties, respectively. The Company accounts for interest and penalties related to unrecognized tax benefits as a part of its provision for taxes on earnings. If recognized, $48.9 million would impact the Company's effective tax rate. The difference between the total amount of unrecognized tax benefits and the amounts that would impact the effective tax rate relates to amounts attributable to deferred tax assets and liabilities. These amounts are net of federal and state income taxes.

The Company is open to audit by the Internal Revenue Service under the statute of limitations for fiscal years 2022 through 2025. The Company's state income tax returns are generally open to audit under the various statutes of limitations for fiscal years 2021 through 2025. Certain state tax returns are currently under audit by various tax authorities. The Company does not expect the results of these audits to have a material impact on the consolidated financial statements.

In July 2025, "An Act to provide for reconciliation pursuant to title II of H. Con. Res. 14.", also known as the "One Big Beautiful Bill Act" ("OBBBA"), was signed into law. The OBBBA made several changes to business tax provisions including the reinstatement of 100% bonus depreciation and immediate expensing of domestic research and development expenditures. These changes did not have a material impact to the consolidated financial statements in fiscal 2025.

The following table presents the supplemental cash flow disclosures for Income taxes paid, net for fiscal 2025:

($000)		2025 [1]
Federal	**$**	**493,259**
California		**60,872**
Other states		**51,434**
Total Income taxes paid, net	**$**	**605,565**

[1] Foreign income taxes paid were not material to the consolidated financial statements in fiscal 2025.

Note G: Employee Benefit Plans

The Company has a defined contribution plan that is available to employees who meet the eligibility criteria defined in the plan document. Under the plan, employee and Company contributions and accumulated plan earnings qualify for favorable tax treatment under Section 401(k) of the Internal Revenue Code. This plan permits employees to make contributions up to the maximum limits allowable under the Internal Revenue Code. The Company matches up to 4% of the employee's salary up to the plan limits. A similar type of plan is available for eligible employees in Puerto Rico. Company matching contributions to the plans were $30.7 million, $28.6 million, and $26.9 million in fiscal 2025, 2024, and 2023, respectively.

The Company also makes available to management a Nonqualified Deferred Compensation Plan which allows eligible employees to make payroll contributions on a pre-tax basis. Other long-term assets include $218.7 million and $196.8 million at January 31, 2026 and February 1, 2025, respectively, of long-term plan investments, at market value, set aside or designated for the Nonqualified Deferred Compensation Plan. Refer to Note B: Fair Value Measurements for additional information. Plan investments are designated by the participants, and investment returns are not guaranteed by the Company. The Company has a corresponding liability to participants of $218.7 million and $196.8 million at January 31, 2026 and February 1, 2025, respectively, included in Other long-term liabilities in the Consolidated Balance Sheets.

In addition, the Company has certain individuals who receive or will receive post-employment medical benefits. The estimated liability for these benefits of $11.9 million and $13.2 million is included in Accrued expenses and other in the accompanying Consolidated Balance Sheets as of January 31, 2026 and February 1, 2025, respectively.

Note H: Shareholders' Equity

Stock repurchase program. In March 2024, the Company's Board of Directors approved a two-year program to repurchase up to $2.1 billion of the Company's common stock. This program was completed at the end of fiscal 2025 and followed the previously completed two-year $1.9 billion stock repurchase program, effective through fiscal 2023.

The following table summarizes the Company's stock repurchase activity in fiscal 2025, 2024, and 2023:

Fiscal Year	Shares repurchased (in millions)		Average repurchase price		Amount repurchased (in millions)[1]
2025	**7.1**	**$**	**147.61**	**$**	**1,050**
2024	7.3	$	144.46	$	1,050
2023	8.2	$	115.24	$	950

[1] Amount excludes excise tax due under the Inflation Reduction Act of 2022.

In March 2026, the Company's Board of Directors approved a new, two-year program to repurchase up to $2.55 billion of the Company's common stock through January 29, 2028.

Treasury stock. As of January 31, 2026 and February 1, 2025, the Company held 17.0 million and 16.4 million shares of treasury stock, respectively. Shares repurchased for tax withholding are considered treasury shares which are available for reissuance. Shares purchased by the Company for tax withholding totaled 0.6 million, 0.6 million, and 0.5 million shares for fiscal 2025, 2024, and 2023, respectively.

Preferred stock. The Company has 4.0 million shares of preferred stock authorized, with a par value of $.01 per share. No preferred stock is issued or outstanding.

Dividends. On March 3, 2026, the Company's Board of Directors declared a quarterly cash dividend of $0.4450 per common share, payable on March 31, 2026. The Company's Board of Directors declared a cash dividend of $0.4050 per common share in March, May, August, and November 2025. The Company's Board of Directors declared a cash dividend of $0.3675 per common share in March, May, August, and November 2024. The Company's Board of Directors declared a cash dividend of $0.3350 per common share in February, May, August, and November 2023. During fiscal 2025, 2024, and 2023, the Company paid dividends of $528.1 million, $488.7 million, and $454.8 million, respectively.

Note I: Segment Reporting

The Company has two operating segments; Ross and dd's DISCOUNTS. Each operating segment's operations include only activities related to off-price retailing in stores throughout the United States and its territories. The Company determined that the two operating segments share similar economic and other qualitative characteristics and are therefore aggregated into one reportable segment.

The Company considers operating income, defined as earnings before interest and taxes, to be the measure of profit or loss for its reportable segment. The measure of segment assets is reported on the Consolidated Balance Sheets as Total assets. Segment information is prepared on the same basis that the Company's Chief Executive Officer, who is the Chief Operating Decision Maker ("CODM"), manages the segments. The CODM uses operating income to monitor budget versus actual results, make key operating decisions, perform competitive analysis to the Company's peers, and make resource allocation decisions.

The financial information below, including the significant expense categories regularly provided to the CODM, is presented for the Company's reportable segment for the fiscal years ended January 31, 2026, February 1, 2025, and February 3, 2024:

($000)	2025	2024	2023
Sales	**$ 22,750,559**	$ 21,129,219	$ 20,376,941
Less:			
Costs and Expenses[1]			
Cost of goods sold, excluding occupancy costs[2]	**15,086,669**	13,983,087	13,612,994
Occupancy costs[3]	**1,360,587**	1,277,419	1,188,607
Store related costs[4]	**3,042,354**	2,859,879	2,762,186
Other segment items[5]	**553,592**	423,248	505,491
Segment operating income	**2,707,357**	2,585,586	2,307,663
Interest income, net[6]	**(134,800)**	(171,568)	(164,118)
Earnings before taxes	**$ 2,842,157**	$ 2,757,154	$ 2,471,781

[1] Refer to Note A: Summary of Significant Accounting Policies in the Notes to Consolidated Financial Statements for depreciation and amortization expense.

[2] Cost of goods sold, excluding occupancy costs primarily includes merchandise related costs, distribution costs, freight costs, and buying costs.

[3] Occupancy costs primarily includes rent, depreciation, and amortization related to the Company's retail stores.

[4] Store related costs primarily includes store payroll, other store operating expenses, and advertising costs.

[5] Other segment items included in Segment operating income primarily includes other general and administrative expenses.

[6] Refer to Note A: Summary of Significant Accounting Policies in the Notes to Consolidated Financial Statements for disclosure of the components of Interest income, net.

Note J: Litigation, Claims, and Assessments

Like many retailers, the Company has been named in class/representative action lawsuits, primarily in California, alleging violations by the Company of wage and hour laws. Class/representative action litigation remains pending as of January 31, 2026.

The Company is also party to various other legal and regulatory proceedings arising in the normal course of business. Actions filed against the Company may include commercial, product and product safety, consumer, intellectual property, environmental, and labor and employment-related claims, including lawsuits in which private plaintiffs or governmental agencies allege that the Company violated federal, state, and/or local laws. Actions against the Company are in various procedural stages. Many of these proceedings raise factual and legal issues and are subject to uncertainties.

In the opinion of management, the resolution of currently pending class/representative action litigation and other currently pending legal and regulatory proceedings will not have a material adverse effect on the Company's financial condition, results of operations, or cash flows.

Note K: Subsequent Events

On February 20, 2026, the United States Supreme Court issued a decision that tariffs imposed in 2025 under the International Emergency Economic Powers Act were not authorized under the statute. The Company is currently evaluating the impact of this ruling and any subsequent rulings by lower courts on refunds on its operations and consolidated financial statements, including the amount and timing of any potential recoveries of incremental tariffs paid under this statute.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Stockholders and the Board of Directors of Ross Stores, Inc.

Opinions on the Financial Statements and Internal Control over Financial Reporting

We have audited the accompanying consolidated balance sheets of Ross Stores, Inc. and subsidiaries (the "Company") as of January 31, 2026 and February 1, 2025, the related consolidated statements of earnings, comprehensive income, stockholders' equity, and cash flows for each of the fiscal years ended January 31, 2026, February 1, 2025, and February 3, 2024, and the related notes (collectively referred to as the "financial statements"). We also have audited the Company's internal control over financial reporting as of January 31, 2026, based on criteria established in *Internal Control — Integrated Framework* (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Company as of January 31, 2026 and February 1, 2025, and the results of its operations and its cash flows for each of the fiscal years ended January 31, 2026, February 1, 2025, and February 3, 2024, in conformity with accounting principles generally accepted in the United States of America. Also, in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of January 31, 2026, based on criteria established *in Internal Control — Integrated Framework* (2013) issued by COSO.

Basis for Opinions

The Company's management is responsible for these financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying "Management's Annual Report on Internal Control over Financial Reporting." Our responsibility is to express an opinion on these financial statements and an opinion on the Company's internal control over financial reporting based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects.

Our audits of the financial statements included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures to respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

Definition and Limitations of Internal Control over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Critical Audit Matters

Critical audit matters are matters arising from the current-period audit of the financial statements that were communicated or required to be communicated to the audit committee and that (1) relate to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective, or complex judgments. We determined that there are no critical audit matters.

/s/ DELOITTE & TOUCHE LLP

San Francisco, California
March 30, 2026

We have served as the Company's auditor since 1982.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None

ITEM 9A. CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, conducted an evaluation of the effectiveness of our "disclosure controls and procedures," (as defined in Exchange Act Rule 13a-15(e)), as of the end of the period covered by this report. Our disclosure controls and procedures are designed to provide reasonable assurance of achieving their objectives. Based on that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective at that reasonable assurance level as of the end of the period covered by this report.

It should be noted that any system of controls, however well designed and operated, can provide only reasonable, and not absolute, assurance that the objectives of the system will be met. In addition, the design of any control system is based in part upon certain assumptions about the likelihood of future events.

Management's Annual Report on Internal Control Over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as defined in Exchange Act Rule 13a-15(f). Our internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with generally accepted accounting principles.

Under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, we conducted an evaluation of the effectiveness of our internal control over financial reporting based on the framework established by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO") as set forth in *Internal Control — Integrated Framework* (2013). Based on our evaluation under the framework in *Internal Control — Integrated Framework* (2013), our management concluded that our internal control over financial reporting was effective as of January 31, 2026.

Our internal control over financial reporting as of January 31, 2026 has also been audited by Deloitte & Touche LLP, an independent registered public accounting firm, and their opinion as to the effectiveness of our internal control over financial reporting is stated in their report, dated March 30, 2026, which is included in Item 8 in this Annual Report on Form 10-K.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. It should be noted that any system of controls, however well designed and operated, can provide only reasonable, and not absolute, assurance that the objectives of the system will be met. In addition, the design of any control system is based in part upon certain assumptions about the likelihood of future events. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Quarterly Evaluation of Changes in Internal Control Over Financial Reporting

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, also conducted an evaluation of our internal control over financial reporting to determine whether any change occurred during the fourth fiscal quarter of 2025 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting. Based on that evaluation, our management concluded that there was no such change during the fourth fiscal quarter.

ITEM 9B. OTHER INFORMATION

None

ITEM 9C. DISCLOSURE REGARDING FOREIGN JURISDICTIONS THAT PREVENT INSPECTIONS

None

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

The information required by Item 401 of Regulation S-K is incorporated herein by reference to the section entitled "Executive Officers of the Registrant" at the end of Item I of this report; and to the section of the Ross Stores, Inc. Proxy Statement for the Annual Meeting of Stockholders to be held on Wednesday, May 20, 2026 (the "Proxy Statement") entitled "Information Regarding Nominees and Incumbent Directors." Information required by Item 405 of Regulation S-K is incorporated by reference to the Proxy Statement under the section titled "Delinquent Section 16(a) Reports." Since our last Annual Report on Form 10-K, we have not made any material changes to the procedures by which our stockholders may recommend nominees to the Board of Directors. Information required by Item 407(d)(4) and (d)(5) of Regulation S-K is incorporated by reference to the Proxy Statement under the section entitled "Information Regarding Nominees and Incumbent Directors" under the caption "Audit Committee." The information required by Item 408(b) of Regulation S-K is incorporated by reference to the section of the Proxy Statement entitled "Additional Executive Compensation Policies, Practices, and Guidelines" under the caption "Insider Trading Policy and Procedures and Guidelines Governing Hedging and Securities Trades by Directors, Officers, and Employees."

Our Board of Directors has adopted a Code of Ethics for Senior Financial Officers that applies to our Chief Executive Officer (Principal Executive Officer), Chief Financial Officer (Principal Financial Officer), and Chief Accounting Officer (Principal Accounting Officer), along with other of our senior operating and financial executives. This Code of Ethics is posted on our corporate website (www.rossstores.com) under Corporate Governance in the Investors Section. We intend to satisfy the disclosure requirements of Item 5.05 of Form 8-K regarding any future amendments to, or waivers from, our Code of Ethics for Senior Financial Officers by posting any changed version on the same corporate website.

ITEM 11. EXECUTIVE COMPENSATION

The information required by Item 402 of Regulation S-K is incorporated herein by reference to the sections of the Proxy Statement entitled "Compensation of Directors" and "Executive Compensation" under the captions "Compensation Discussion and Analysis," "Summary Compensation Table," "All Other Compensation," "Discussion of Summary Compensation Table," "CEO Pay Ratio," "Grants of Plan-Based Awards During Fiscal Year," "Outstanding Equity Awards at Fiscal Year-End," "Option Exercises and Stock Vested," "Non-Qualified Deferred Compensation," and "Potential Payments Upon Termination or Change in Control."

The information required by Items 407(e)(4) and (e)(5) of Regulation S-K are incorporated herein by reference to the sections of the Proxy Statement entitled "Compensation Committee Interlocks and Insider Participation" and "Compensation Committee Report."

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

Equity compensation plan information. The following table summarizes the equity compensation plans under which the Company's common stock may be issued as of January 31, 2026:

Shares in (000s)	(a) Number of securities to be issued upon exercise of outstanding options and rights	(b) Weighted-average exercise price per share of outstanding options and rights	(c) Number of securities remaining available for future issuance (excluding securities reflected in column (a))
Equity compensation plans approved by security holders	508	—	10,098 [1]
Equity compensation plans not approved by security holders	—	—	—
Total	508	—	10,098

[1] Includes 3.3 million shares reserved for issuance under the Employee Stock Purchase Plan and 6.8 million shares reserved for issuance under the 2017 Equity Incentive Plan.

The information required by Item 403 of Regulation S-K is incorporated herein by reference to the section of the Proxy Statement entitled "Stock Ownership of Certain Beneficial Owners and Management."

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

The information required by Item 404 of Regulation S-K is incorporated herein by reference to the section of the Proxy Statement entitled "Related Person Transactions." The information required by Item 407(a) of Regulation S-K is incorporated herein by reference to the section of the Proxy Statement entitled "Information Regarding Nominees and Incumbent Directors" including the captions "Audit Committee," "Compensation Committee," and "Nominating and Corporate Governance Committee."

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

Information concerning principal accountant fees and services, and the pre-approval of those services by the Audit Committee, will appear in the Proxy Statement under the caption "Summary of Audit, Audit-Related, Tax, and All Other Fees." Such information is incorporated herein by reference.

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(a) The following consolidated financial statements, schedules, and exhibits are filed as part of this report or are incorporated herein as indicated:

1. List of Consolidated Financial Statements.

   The following consolidated financial statements are included herein under Item 8:

   Consolidated Statements of Earnings for the years ended January 31, 2026, February 1, 2025, and February 3, 2024.

   Consolidated Statements of Comprehensive Income for the years ended January 31, 2026, February 1, 2025, and February 3, 2024.

   Consolidated Balance Sheets at January 31, 2026 and February 1, 2025.

   Consolidated Statements of Stockholders' Equity for the years ended January 31, 2026, February 1, 2025, and February 3, 2024.

   Consolidated Statements of Cash Flows for the years ended January 31, 2026, February 1, 2025, and February 3, 2024.

   Notes to Consolidated Financial Statements.

   Report of Independent Registered Public Accounting Firm (PCAOB ID: 34).

2. List of Consolidated Financial Statement Schedules.

   Schedules are omitted because they are not required, not applicable, or such information is included in the consolidated financial statements or notes thereto which are included in this Report.

3. List of Exhibits (in accordance with Item 601 of Regulation S-K).

   The following is the list of Exhibits required to be filed with this Report.

EXHIBITS

Exhibit Number	Exhibit
3.1	Certificate of Incorporation of Ross Stores, Inc. as amended (Corrected First Restated Certificate of Incorporation, dated March 17, 1999, together with amendments thereto through Amendment of Certificate of Incorporation dated May 29, 2015) incorporated by reference to Exhibit 3.1 to the Form 10-Q filed by Ross Stores, Inc. for its quarter ended August 1, 2015.
3.2	Amended and Restated Bylaws of Ross Stores, Inc. (as amended March 8, 2023) incorporated by reference to Exhibit 3.2 to the Form 8-K filed by Ross Stores, Inc. on March 14, 2023.
4.1	Description of Common Stock of Ross Stores, Inc., incorporated by reference to Exhibit 4.5 to the Form 10-K filed by Ross Stores, Inc. for its year ended February 1, 2020.
4.2	Indenture, dated as of September 18, 2014, between Ross Stores, Inc. and U.S. Bank National Association, incorporated by reference to Exhibit 4.1 to the Form 8-K filed by Ross Stores on September 18, 2014.
4.3	Officers' Certificate, dated as of April 6, 2020, establishing the aggregate amounts, terms and form of the Notes, incorporated by reference to Exhibit 4.2 to the Form 8-K filed by Ross Stores, Inc. on April 7, 2020.
4.4	Form of 4.700% Senior Notes Due 2027, included in and incorporated by reference to Exhibit 4.2 to the Form 8-K filed by Ross Stores, Inc. on April 7, 2020.
4.5	Form of 4.800% Senior Notes Due 2030, included in and incorporated by reference to Exhibit 4.2 to the Form 8-K filed by Ross Stores, Inc. on April 7, 2020.
4.6	Form of 5.450% Senior Notes Due 2050, included in and incorporated by reference to Exhibit 4.2 to the Form 8-K filed by Ross Stores, Inc. on April 7, 2020.
4.7	Officers' Certificate, dated as of October 21, 2020 establishing the aggregate amounts, terms and forms of the Notes., incorporated by reference to Exhibit 4.2 to the Form 8-K filed by Ross Stores, Inc. on October 22, 2020.
4.8	Form of the 0.875% Senior Notes Due 2026, included in and incorporated by reference to Exhibit 4.2 to the Form 8-K filed by Ross Stores, Inc. on October 22, 2020.
4.9	Form of the 1.875% Senior Notes Due 2031, included in and incorporated by reference to Exhibit 4.2 to the Form 8-K filed by Ross Stores, Inc. on October 22, 2020.
10.1	Credit Agreement dated June 27, 2025, among Ross Stores, Inc., various lenders and Bank of America, N.A., as Administrative Agent, incorporated by reference to Exhibit 10.1 to the Form 10-Q filed by Ross Stores, Inc. for its quarter ended August 2, 2025.
MANAGEMENT CONTRACTS AND COMPENSATORY PLANS (EXHIBITS 10.2 - 10.35)	
10.2	Form of Indemnity Agreement for Directors and Executive Officers, incorporated by reference to Exhibit 10.26 to the Form 10-K filed by Ross Stores, Inc. for its fiscal year ended February 2, 2013.
10.3	Third Amended and Restated Ross Stores, Inc. Non-Qualified Deferred Compensation Plan effective December 31, 2008 (as amended effective January 1, 2015 and October 1, 2017), incorporated by reference to Exhibit 10.3 filed by Ross Stores, Inc. for its fiscal year ended February 3, 2018.

10.4	Second Amended and Restated Ross Stores, Inc. Incentive Compensation Plan, incorporated by reference to Exhibit 10.2 to the Form 10-Q filed by Ross Stores, Inc. for its quarter ended October 31, 2020.
10.5	Amended Ross Stores, Inc. 2017 Equity Incentive Plan, incorporated by reference to Exhibit 10.3 to the Form 10-Q filed by Ross Stores, Inc. for its quarter ended October 31, 2020.
10.6	Form of Restricted Stock Agreement, incorporated by reference to Exhibit 10.1 to the Form 10-Q filed by Ross Stores, Inc. for its quarter ended May 5, 2018.
10.7	Form of Restricted Stock Agreement for Nonemployee Director, incorporated by reference to Exhibit 10.5 to the Form 10-Q filed by Ross Stores, Inc. for its quarter ended July 29, 2017.
10.8	Form of Performance Shares Grant Agreement, incorporated by reference to Exhibit 10.2 to the Form 10-Q filed by Ross Stores, Inc. for its quarter ended May 5, 2018.
10.9	Ross Stores, Inc. Form of Notice of Grant of Performance Shares and Form of Performance Share Agreement pursuant to the Ross Stores, Inc. 2017 Equity Incentive Plan., incorporated by reference to Exhibit 10.2 to the Form 10-Q filed by Ross Stores, Inc. for its quarter ended August 2, 2025.
10.10	Form of Notice of Grant of Restricted Stock Units and Form of Restricted Stock Units Agreement (For Non-employee Directors) pursuant to the Ross Stores, Inc. 2017 Equity Incentive Plan, incorporated by reference to Exhibit 10.1 to the Form 10-Q filed by Ross Stores, Inc. for its quarter ended August 3, 2024.
10.11	Form of Executive Employment Agreement for Executive Officers (CA), incorporated by reference to Exhibit 10.1 to the Form 10-Q filed by Ross Stores, Inc. for its quarter ended April 29, 2023.
10.12	Form of Executive Employment Agreement for Executive Officers (NON-CA), incorporated by reference to Exhibit 10.2 to the Form 10-Q filed by Ross Stores, Inc. for its quarter ended April 29, 2023.
10.13	Form of Executive Employment Agreement for Executive Officers (CA), incorporated by reference to Exhibit 10.1 to the Form 10-Q filed by Ross Stores, Inc. for its quarter ended May 5, 2024.
10.14	Form of Executive Employment Agreement for Executive Officers (NON-CA), incorporated by reference to Exhibit 10.2 to the Form 10-Q filed by Ross Stores, Inc. for its quarter ended May 5, 2024.
10.15	Form of Executive Employment Agreement for Executive Officers (CA), incorporated by reference to Exhibit 10.1 to the Form 10-Q filed by Ross Stores, Inc. for its quarter ended May 3, 2025.
10.16	Form of Executive Employment Agreement for Executive Officers (NON-CA), incorporated by reference to Exhibit 10.2 to the Form 10-Q filed by Ross Stores, Inc. for its quarter ended May 3, 2025.
10.17	Employment Agreement effective June 1, 2012 between Michael Balmuth and Ross Stores, Inc., incorporated by reference to Exhibit 10.1 to the Form 10-Q filed by Ross Stores, Inc. for its quarter ended October 27, 2012.
10.18	Second Amendment to Employment Agreement effective January 1, 2016 between Michael Balmuth and Ross Stores, Inc., incorporated by reference to Exhibit 10.49 to the Form 10-K filed by Ross Stores, Inc. for its fiscal year ended January 30, 2016.

10.19	Fourth Amendment to the Employment Agreement effective April 15, 2017 between Michael Balmuth and Ross Stores, Inc., incorporated by reference to Exhibit 10.4 to the Form 10-Q filed by Ross Stores, Inc. for its quarter ended April 29, 2017.
10.20	Fifth Amendment to the Employment Agreement effective July 3, 2018 between Michael Balmuth and Ross Stores, Inc., incorporated by reference to Exhibit 10.1 to the Form 10-Q filed by Ross Stores, Inc. for its quarter ended August 4, 2018.
10.21	Eighth Amendment to the Employment Agreement effective September 24, 2020 between Michael Balmuth and Ross Stores, Inc., incorporated by reference to Exhibit 10.5 to the Form 10-Q filed by Ross Stores, Inc. for its quarter ended October 31, 2020.
10.22	Ninth Amendment to Employment Agreement effective May 2, 2022 between Michael Balmuth and Ross Stores, Inc., incorporated by reference to Exhibit 10.6 to the Form 10-Q filed by Ross Stores, Inc. for its quarter ended October 28, 2023.
10.23	Tenth Amendment to Employment Agreement effective August 29, 2023 between Michael Balmuth and Ross Stores, Inc., incorporated by reference to Exhibit 10.7 to the Form 10-Q filed by Ross Stores, Inc. for its quarter ended October 28, 2023.
10.24	Employment Agreement effective October 21, 2024 between James G. Conroy and Ross Stores, incorporated by reference to Exhibit 10.32 to the Form 10-K filed by Ross Stores, Inc. for its fiscal year ended February 1, 2025.
10.25	First Amendment to Employment Agreement effective February 27, 2025 between James G. Conroy and Ross Stores, Inc., incorporated by reference to Exhibit 10.33 to the Form 10-K filed by Ross Stores, Inc. for its fiscal year ended February 1, 2025.
10.26	Second Amendment to Employment Agreement effective November 29, 2025 between James G. Conroy and Ross Stores, Inc.
10.27	Repayment Agreement effective October 21, 2024 between James G. Conroy and Ross Stores, Inc., incorporated by reference to Exhibit 10.34 to the Form 10-K filed by Ross Stores, Inc. for its fiscal year ended February 1, 2025.
10.28	Ross Stores, Inc. Notice of Grant of Restricted Stock Units to James G. Conroy., incorporated by reference to Exhibit 10.35 to the Form 10-K filed by Ross Stores, Inc. for its fiscal year ended February 1, 2025.
10.29	Employment Agreement effective March 16, 2025 between Michael Hartshorn and Ross Stores, Inc., incorporated by reference to Exhibit 10.3 to the Form 10-Q filed by Ross Stores, Inc. for its quarter ended May 3, 2025.
10.30	Executive Employment Agreement effective October 1, 2025 between William W. Sheehan II and Ross Stores, Inc., incorporated by reference to Exhibit 10.1 to the Form 10-Q filed by Ross Stores, Inc. for its quarter ended November 1, 2025.
10.31	Executive Employment Agreement effective December 1, 2024 between Karen Fleming and Ross Stores, Inc.
19	Ross Stores, Inc. Insider Trading Policy (December 2024)., incorporated by reference to Exhibit 19 to the Form 10-K filed by Ross Stores, Inc. for its fiscal year ended February 1, 2025.

21	Subsidiaries.
23	Consent of Independent Registered Public Accounting Firm.
31.1	Certification of Chief Executive Officer Pursuant to Sarbanes-Oxley Act Section 302(a).
31.2	Certification of Chief Financial Officer Pursuant to Sarbanes-Oxley Act Section 302(a).
32.1	Certification of Chief Executive Officer Pursuant to 18 U.S.C. Section 1350.
32.2	Certification of Chief Financial Officer Pursuant to 18 U.S.C. Section 1350.
97.1	Ross Stores, Inc. Policy for Recovery of Erroneously Awarded Incentive Compensation, adopted November 5, 2023 incorporated by reference to Exhibit 97.1 to the Form 10-K filed by Ross Stores, Inc. for its fiscal year ended February 3, 2024.
101.INS	XBRL Instance Document. (The instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.)
101.SCH	Inline XBRL Taxonomy Extension Schema
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase
104	Cover Page Interactive Data File. (The cover page interactive data file does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.)

ITEM 16. FORM 10-K SUMMARY

Not applicable.

SIGNATURES

Pursuant to the requirements of Section 13 or 15 (d) of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized.

ROSS STORES, INC.
(Registrant)

By: /s/ James G. Conroy
James G. Conroy
Chief Executive Officer

Date: March 30, 2026

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

Signature	Title	Date
/s/ James G. Conroy James G. Conroy	Chief Executive Officer, Director (Principal Executive Officer)	March 30, 2026
/s/ William W. Sheehan II William W. Sheehan II	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	March 30, 2026
/s/ Jeffrey P. Burrill Jeffrey P. Burrill	Group Senior Vice President, Chief Accounting Officer and Corporate Controller (Principal Accounting Officer)	March 30, 2026
/s/ K. Gunnar Bjorklund K. Gunnar Bjorklund	Director	March 30, 2026
/s/ Michael J. Bush Michael J. Bush	Director	March 30, 2026
/s/ Edward G. Cannizzaro Edward G. Cannizzaro	Director	March 30, 2026
/s/ Sharon D. Garrett Sharon D. Garrett	Director	March 30, 2026
/s/ Michael J. Hartshorn Michael J. Hartshorn	Group President and Chief Operating Officer, Director	March 30, 2026
/s/ Stephen D. Milligan Stephen D. Milligan	Director	March 30, 2026
/s/ Patricia H. Mueller Patricia H. Mueller	Director	March 30, 2026
/s/ George P. Orban George P. Orban	Director	March 30, 2026
/s/ Doniel N. Sutton Doniel N. Sutton	Director	March 30, 2026

Directors and Officers

BOARD OF DIRECTORS

K. Gunnar Bjorklund [2, 3]
Chairman of the Board,
Ross Stores, Inc.;
Former Chairman,
Rev360 LLC

Michael J. Bush [2, 3]
Managing Member,
B IV Investments, LLC;
Former Executive Chairman,
Trumaker, Inc.

Edward G. Cannizzaro [1, 3]
Board Member,
PG&E Corporation and
Pacific Gas and Electric Company;
Former Global Head,
Quality, Risk, and Regulatory,
KPMG International

James G. Conroy
Chief Executive Officer,
Ross Stores, Inc.

Sharon D. Garrett [1, 3]
Management Consultant;
Former Board Member,
Jerome's Furniture and
Scott's Liquid Gold-Inc.

Michael J. Hartshorn
Group President and
Chief Operating Officer,
Ross Stores, Inc.

Stephen D. Milligan [1, 3]
Board Member, Autodesk, Inc.;
Former Chief Executive Officer
and Board Member,
Western Digital Corporation

Patricia H. Mueller [2, 3]
Management Consultant;
Former Board Member,
Dave & Buster's Entertainment, Inc.

George P. Orban [3]
Managing Partner,
Orban Partners

Doniel N. Sutton [2, 3]
Chief People Officer, Pinterest, Inc.;
Board Member, Morningstar, Inc.

CORPORATE OFFICERS

James G. Conroy
Chief Executive Officer

Michael J. Hartshorn
Group President and
Chief Operating Officer

Karen Fleming
President and
Chief Merchandising Officer,
Ross Dress for Less

Karen Sykes
President and
Chief Merchandising Officer,
dd's DISCOUNTS

Stephen Brinkley
President, Operations

William W. Sheehan II
Executive Vice President and
Chief Financial Officer

[1] Audit Committee
[2] Compensation Committee
[3] Nominating and Corporate Governance Committee

Corporate Data

CORPORATE HEADQUARTERS

Ross Stores, Inc.
5130 Hacienda Drive
Dublin, CA 94568-7579
(925) 965-4400

CORPORATE WEBSITE

www.rossstores.com

NEW YORK BUYING OFFICE

Ross Stores, Inc.
1372 Broadway
New York, NY 10018-6141

LOS ANGELES BUYING OFFICE

Ross Stores, Inc.
110 East 9th Street, Suite A-979
Los Angeles, CA 90079-1711

ANNUAL REPORT (FORM 10-K)

A copy of the Company's 2025 Annual Report on Form 10-K as filed with the Securities and Exchange Commission is available on our corporate website, or without charge, by contacting the following:

Investor Relations Department
Ross Stores, Inc.
5130 Hacienda Drive
Dublin, CA 94568-7579

TRANSFER AGENT AND REGISTRAR

Computershare
P.O. Box 43006
Providence, RI 02940-3006

or

Overnight Correspondence:
150 Royall Street, Suite 101
Canton, MA 02021

Inquiries by:

WEBSITE

www.computershare.com/investor

or

ONLINE

https://www-us.computershare.com/investor/Contact

TELEPHONE

1-866-455-3120 (domestic holders)
1-800-231-5469 (TDD#)
1-201-680-6578 (foreign holders)
1-201-680-6610 (foreign TDD#)

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